

EXHIBIT D

HUNTON ANDREWS KURTH

HUNTON ANDREWS KURTH LLP
2200 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, DC 20037

TEL 202 • 955 • 1500
FAX 804 • 788 • 8218

EIN 54-0572269

INVOICE SUMMARY

FILE NUMBER: 026915.MULTI
INVOICE NUMBER: 102174435
DATE: 04/30/2020

THIS BILL IS EBILLED

This bill was sent electronically per client requirements.

This paper document is for supplemental and informational purposes.

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY

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EIN 54-0572269

INVOICE SUMMARY

PACIFIC GAS & ELECTRIC COMPANY
ATTN: CHRISTINE DESANZE
SENIOR COUNSEL
77 BEALE STREET, SUITE B30A
SAN FRANCISCO, CA 94105-1890

FILE NUMBER: 026915.MULTI
INVOICE NUMBER: 102174435
DATE: 04/30/2020

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY

Statement for professional services and charges rendered in connection with the referenced matter(s), for the period ending March 31, 2020 per the attached itemization:

CURRENT INVOICE SUMMARY:

Current Fees:	\$ 559,586.70
Current Charges:	594.57
CURRENT INVOICE AMOUNT DUE:	\$ 560,181.27

SUMMARY BY MATTER:

RE: (Hunton # 026915.0000015, Client # 1204984) PRIVACY AND SECURITY

Current Fees:	\$ 40,803.00
Current Charges:	14.40
CURRENT MATTER AMOUNT DUE:	\$ 40,817.40

RE: (Hunton # 026915.0000018, Client # 1004022) Ecological Rights Foundation v. PG&E

Current Fees:	\$ 595.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 595.00

RE: (Hunton # 026915.0000025, Client # 1204619) ISDA-General Corporate (Energy Supply, Core Gas Supply and Gas Transmission)

Current Fees:	\$ 4,801.50
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 4,801.50

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
FILE NUMBER: 026915.MULTI

INVOICE: 102174435
DATE: 04/30/2020
PAGE: 2

RE: (Hunton # 026915.0000027, Client # 1907552) North Bay Fires (Strategic Advice and Counsel)

Current Fees:	\$ 55,108.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 55,108.80

RE: (Hunton # 026915.0000032, Client # 1907639) Utility Financing Advice

Current Fees:	\$ 91,416.10
Current Charges:	47.88
CURRENT MATTER AMOUNT DUE:	\$ 91,463.98

RE: (Hunton # 026915.0000034) Accounts Receivables Securitization

Current Fees:	\$ 1,571.40
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 1,571.40

RE: (Hunton # 026915.0000037) 2020 Utility Tax-Exempt Advice

Current Fees:	\$ 11,281.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 11,281.80

RE: (Hunton # 026915.0000038, Client # 802946) 2020 Utility FMB Indenture

Current Fees:	\$ 261,568.20
Current Charges:	532.29
CURRENT MATTER AMOUNT DUE:	\$ 262,100.49

RE: (Hunton # 026915.0000039, Client # 903235) 2020 PG&E Corp Secured Debt Offering

Current Fees:	\$ 77,119.90
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 77,119.90

CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
FILE NUMBER: 026915.MULTI

INVOICE: 102174435
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RE: (Hunton # 026915.0000041, Client # 802971) PG&E Utility 2020 Credit Facility

Current Fees:	\$ 14,572.20
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 14,572.20

RE: (Hunton # 026915.0000042, Client # 802946) PG&E Corp 2020 Credit Facility

Current Fees:	\$ 748.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 748.80

CURRENT INVOICE AMOUNT DUE:	\$ 560,181.27
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INVOICE SUMMARY-REMITTANCE PAGE

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CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY

RE: (Hunton # 026915.0000015, Client's # 1204984) PRIVACY AND SECURITY

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/04/2020	P M TIAO	C300	Emails with Ms. Bravo and the rest of the team regarding Pathfinder call to discuss next steps	0.20	134.00
02/06/2020	P M TIAO	C300	Prepare for and lead Pathfinder Industry Call with Ms. Bravo and others (1.0); prepare and circulate minutes from the Pathfinder call (1.1)	2.10	1,407.00
02/07/2020	P M TIAO	C300	Calls and emails with Bryan Deaubler, John Dommert and Alan Mangan at USCC regarding Pathfinder (0.8); call with Ms. DePalacios regarding Pathfinder (1.5); emails with PG&E team regarding next steps and recent developments (1.0)	3.30	2,211.00
02/09/2020	P M TIAO	C300	Emails with Ms. DePalacios regarding Pathfinder	0.30	201.00
02/09/2020	P M TIAO	C300	Emails with USCC and PG&E team regarding call with USCC	0.70	469.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/10/2020	P M TIAO	C300	Emails regarding upcoming Pathfinder meetings and issues (0.5); review notes and documents in preparation for call with Ms. Bravo, Ms. DePalacios and others regarding developments at DOD, DHS and DOE (1.1)	1.60	1,072.00
02/11/2020	P M TIAO	C300	Conference call with Ms. Bravo, Ms. DePalacios, and Ms. Smith regarding developments at DOD, DOE and DHS (1.5), Pathfinder meeting with other industry participants (1.0); analyze final MOU and review notes from meetings with DOD/DHS/DOE in preparation for call with client regarding Pathfinder (3.6)	6.10	4,087.00
02/12/2020	P M TIAO	C300	Call with DOE regarding upcoming pathfinder meetings (0.5); emails and texts with DOD, DHS and DOE regarding upcoming pathfinder call (1.0); calls with Ms. Bravo and Ms. DePalacios regarding next steps for PG&E (0.7); emails with DOD regarding February 18 PGE call (0.6); email to Ms. Bravo suggesting ideas/questions to raise with USG regarding Pathfinder (1.3)	4.10	2,747.00
02/14/2020	P M TIAO	C300	Prepare for meeting with DOE officials on Pathfinder (2.2); lead meeting with DOE (2.0)	4.20	2,814.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/18/2020	P M TIAO	C300	Review and edit proposed agenda from Ms. DePalacios (0.8); call with Ms. DePalacios regarding the same (0.4); lead Pathfinder call with PG&E team members, DOE officials and DOD officials (1.0); emails with USG and industry participants regarding moving 2/20 call from 1 to 4 pm (0.5); analyze CNMF presentation on MOU and CNMF priorities, and timeline for 2020 (1.5)	4.20	2,814.00
02/19/2020	P M TIAO	C300	Calls with DOE and USCC regarding agenda for 2/20 call (0.4); calls with USCC regarding agenda (0.5); call with DOE regarding agenda; call and emails with PG&E regarding priorities and plans (0.8); review and analyze NDAs for guidance in developing Pathfinder legal agreement (1.0); emails with DHS regarding Pathfinder legal agreement (0.3)	3.00	2,010.00
02/20/2020	P M TIAO	C300	Call with John Dommert of USCC regarding materials for 4 pm call (0.4); call regarding bilateral DOD engagement (0.5); call with DHS regarding legal agreement for Pathfinder (1.0); Pathfinder industry call with CNMF, USCC, DHS and DOE (0.3); emails with DHS and DOD regarding Pathfinder call (0.2)	2.40	1,608.00
02/21/2020	P M TIAO	C300	Prepare summary of February 18 and February 20 Pathfinder USG-industry call (1.3); emails with Ms. DePalacios and DOE regarding ODNI activity (0.7)	2.00	1,340.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/24/2020	P M TIAO	C300	Finalize notes on Pathfinder USG-industry call (0.4); emails with Ms. DePalacios and Mr. Peterson regarding the same (0.7); analyze information from DOD regarding next steps in Pathfinder, and opportunities for PG&E to engage (2.0)	3.10	2,077.00
02/25/2020	P M TIAO	C300	Email to DOE, DHS, DOD Pathfinder leaders regarding 2/20 call (0.4); emails with Ms. DePalacios regarding March 6 ODNI meeting (0.3)	0.70	469.00
03/05/2020	P M TIAO	C300	Prepare for monthly Pathfinder industry call (0.5); emails with Ms. DePalacios regarding Pathfinder call (0.7); lead pathfinder call with Ms. DePalacios and Mr. Levenberg Southern and PJM (0.6)	1.80	1,206.00
03/06/2020	P M TIAO	C300	Conference call with DHS regarding legal framework for Pathfinder (0.4); emails with Ms. DePalacios regarding ODNI QUIC framework and DHS participation in Pathfinder (0.8)	1.20	804.00
03/10/2020	P M TIAO	C300	Prepare and circulate notes on Pathfinder industry call with Ms. DePalacios and other industry participants	3.00	2,010.00
03/12/2020	P M TIAO	C300	Lead Call with CNMF John Dommert regarding CNMF project, DOE plans, DHS participation, PGE engagement (1.0); prepare analysis of CNMF and other USG priorities (1.3); call and emails with Ms. DePalacios regarding call with CNMF next week (0.6)	2.90	1,943.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/17/2020	P M TIAO	C300	Call with Mr. Levenberg, Ms. DePalacios and CNMF regarding Pathfinder (0.5); call with Mr. Levenberg and Kevin Jones regarding staffing plans for Coronavirus contingencies (1.3)	1.80	1,206.00
03/18/2020	P M TIAO	C300	Calls and emails with DOE, DHS and DOD regarding issues and topics for monthly USG-industry Pathfinder call (0.9); prepare draft agenda and circulate to Ms. DePalacios for input (0.4); analyze DOE CCE program at suggestion of DOE, and in preparation for Pathfinder discussion (2.6)	3.90	2,613.00
03/19/2020	P M TIAO	C300	Emails with DOE regarding call with Ms. DePalacios and Mr. Levenberg (0.7); calls with DOE and DOD regarding participation in Pathfinder call (0.5); lead pathfinder USG-industry call (0.5); emails with DOD, DOE and DHS regarding Pathfinder call (0.7)	2.40	1,608.00
03/20/2020	P M TIAO	C300	Analyze staffing guidance for virus risk mitigation and other COVID-19 legal issues (0.7); prepare email to Mr. Levenberg regarding the same (0.3)	1.00	670.00
03/25/2020	P M TIAO	C300	Prepare summary of Pathfinder call with Ms. DePalacios, Mr. Levenberg, the other companies and DOE, DHS and DOD (1.5); emails with Ms. DePalacios regarding call with DOE (1.0)	2.50	1,675.00
03/26/2020	P M TIAO	C300	Finalize summary of joint USG-industry Pathfinder call with PGE, DOD, DHS, DOE (0.9) and circulate to industry group (0.1)	1.00	670.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/27/2020	P M TIAO	C300	Emails with Ms. DePalacios regarding agenda for April 13 Pathfinder call with DOE	0.90	603.00
03/31/2020	P M TIAO	C300	Emails with Ms. DePalacios and various DOE executives regarding INL webinar, call with DOE Pathfinder leaders	0.50	335.00
TOTAL C300				60.90	
TOTAL HOURS				60.90	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
P M TIAO	Partner	60.90	670.00	40,803.00
TOTAL FEES (\$)				40,803.00

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Analysis and Advice	C300	60.90	40,803.00
		60.90	40,803.00

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	AMOUNT
E108	Postage	1.40
E109	Local Travel	13.00
TOTAL CURRENT EXPENSES (\$)		14.40

MATTER SUMMARY:

Current Fees:	\$ 40,803.00
Current Charges:	14.40
CURRENT MATTER AMOUNT DUE:	\$ 40,817.40

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PAGE: 7

RE: (Hunton # 026915.0000018, Client's # 1004022) Ecological Rights Foundation v. PG&E

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/19/2020	J T BOER	L120	Exchange correspondence with M. Pietrasz re: scope and applicability of Bay Area shelter-in-place orders on consent decree compliance; conduct research re: same	0.20	119.00
			TOTAL L120	0.20	
03/18/2020	J T BOER	L160	Exchange correspondence (multiple) with M. Pietraz re: sampling notification, coronavirus issues (0.1); conduct research re: Decree sampling requirements, force majeure scope (0.3); prepare correspondence to F. Evenson (Ecology Law) and J. Flanders (Aqua Terris Law) re: suspension of sampling at facilities subject to shelter-in-place (0.2)	0.60	357.00
03/20/2020	J T BOER	L160	Assess guidance issued by State Water Board on regulatory compliance during shelter-in-place orders and prepare correspondence to M. Pietrasz re: same, sampling at PG&E facilities	0.20	119.00
			TOTAL L160	0.80	
			TOTAL HOURS	1.00	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J T BOER	Partner	1.00	595.00	595.00
	TOTAL FEES (\$)			595.00

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TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Analysis/Strategy	L120	0.20	119.00
Settlement/Non-Binding ADR	L160	0.80	476.00
		1.00	595.00

MATTER SUMMARY:

Current Fees:	\$ 595.00
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 595.00

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RE: (Hunton # 026915.0000025, Client's # 1204619) ISDA-General Corporate (Energy Supply, Core Gas Supply and Gas Transmission)

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/10/2020	J B BUONANNO	P300	Reviewed and advised on NAESB contract termination for non-performing natural gas seller (2.3); related correspondence (0.7).	3.00	2,619.00
03/31/2020	J B BUONANNO	P300	Reviewed and advised on resolutions for derivatives use, swap transactions and related regulatory matters (1.4); advised on and excerpted derivatives policies (0.7); related telephone calls, conference and correspondence (0.4).	2.50	2,182.50
TOTAL P300				5.50	
TOTAL HOURS				5.50	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
J B BUONANNO	Partner	5.50	873.00	4,801.50
TOTAL FEES (\$)				4,801.50

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Structure / Strategy / Analysis	P300	5.50	4,801.50
		5.50	4,801.50

MATTER SUMMARY:

Current Fees:	\$ 4,801.50
Current Charges:	0.00
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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/19/2020	M F FITZPATRICK	P210	Reviewed and revised Engagement Letter concerning structuring Advisor	0.80	748.80
03/20/2020	M F FITZPATRICK	P210	Reviewed statute/financing order	0.90	842.40
03/24/2020	M F FITZPATRICK	P210	Reviewed Securitization Statute and Financing Order issues	2.00	1,872.00
03/24/2020	M F FITZPATRICK	P210	Reviewed Agenda/Tasks outline	0.60	561.60
03/25/2020	M F FITZPATRICK	P210	Reviewed/Revised draft Financing Order	4.50	4,212.00
03/27/2020	M F FITZPATRICK	P210	Reviewed and revised draft of Finance Order and comments received from Norton Rose	2.00	1,872.00
03/30/2020	M F FITZPATRICK	P210	Reviewed revised Financing Order	2.10	1,965.60
03/31/2020	M F FITZPATRICK	P210	Reviewed revised Finance Order	2.00	1,872.00
03/31/2020	M F FITZPATRICK	P210	Reviewed testimony	0.80	748.80
			TOTAL P210	15.70	
03/19/2020	M F FITZPATRICK	P300	Telephone conference with M. Becker to discuss Engagement Letter	0.50	468.00
03/20/2020	A R O'BRIAN	P300	Participate on update call (1.2); Review financing order to revise for 451.2 securitization (0.8).	2.00	1,440.00
03/20/2020	M F FITZPATRICK	P300	Attended group call to discuss new securitization plan	2.10	1,965.60
03/24/2020	A R O'BRIAN	P300	Participate on update call	1.30	936.00
03/24/2020	M F FITZPATRICK	P300	Attended telephone conference with working group to discuss Securitization Application	1.40	1,310.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/25/2020	A R O'BRIAN	P300	Call to discuss discussions with CPUC	0.50	360.00
03/25/2020	M F FITZPATRICK	P300	Attended group call to discuss CPUC meeting	1.10	1,029.60
03/26/2020	M F FITZPATRICK	P300	Several telephone conferences with Norton Rose/Paul Weis and Citi to discuss Securitization structure	1.50	1,404.00
03/26/2020	M F FITZPATRICK	P300	Reviewed comments concerning Financing Order	1.70	1,591.20
03/26/2020	A R O'BRIAN	P300	Update financing order (1.3); Telephone call with Citi and Norton Rose (0.7); Call with J. Yarett (CPUC counsel) (0.5)	2.50	1,800.00
03/27/2020	A R O'BRIAN	P300	Telephone call with J. Harbour regarding Trust Account proposal (0.3); Revise financing order based on comments from Norton Rose (1.8); Participate on update call (1.0)	3.10	2,232.00
03/27/2020	M F FITZPATRICK	P300	Attended group call to discuss latest Tracker	1.00	936.00
03/30/2020	M F FITZPATRICK	P300	Telephone conferences with Norton Rose and Citi regarding comments	0.80	748.80
03/31/2020	M F FITZPATRICK	P300	Attended telephone conference with working group	1.00	936.00
			TOTAL P300	20.50	
03/23/2020	A R O'BRIAN	P400	Prepare draft financing order	4.30	3,096.00
03/24/2020	A R O'BRIAN	P400	Draft financing order	6.00	4,320.00
03/25/2020	A R O'BRIAN	P400	Prepare draft financing order	8.30	5,976.00
03/29/2020	A R O'BRIAN	P400	Update draft of the financing order	2.00	1,440.00
03/30/2020	A R O'BRIAN	P400	Update draft financing order (6.0); Telephone call with Citi to discuss financing order (0.5)	6.50	4,680.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/31/2020	A R O'BRIAN	P400	Update financing order (1.7); Review question regarding servicing fee (0.3); Participate on update call (1.0); Review testimony (2.2)	5.20	3,744.00
TOTAL P400				32.30	
TOTAL HOURS				68.50	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	26.80	936.00	25,084.80
A R O'BRIAN	Partner	41.70	720.00	30,024.00
TOTAL FEES (\$)				55,108.80

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	15.70	14,695.20
Structure / Strategy / Analysis	P300	20.50	17,157.60
Initial Document Preparation / Filing	P400	32.30	23,256.00
		68.50	55,108.80

MATTER SUMMARY:

Current Fees:	\$ 55,108.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 55,108.80

HUNTON ANDREWS KURTH LLP
CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
FILE NUMBER: 026915.MULTI

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RE: (Hunton # 026915.0000032, Client's # 1907639) Utility Financing Advice

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/09/2020	J F PAGET	P100	Work on special retention application for Hunton (3.5) and analyze examiner billing protocol and related orders (2.0), analyze local bankruptcy rules and billing guidelines (1.5), correspond with counsel re: the same (0.4).	7.40	4,366.00
01/21/2020	J F PAGET	P100	Correspond with counsel re: revisions to special retention app for Hunton.	0.50	295.00
01/22/2020	J F PAGET	P100	Work on revisions to special retention app for Hunton.	1.40	826.00
01/23/2020	J F PAGET	P100	Work on PG&E special retention application for Hunton.	2.20	1,298.00
03/02/2020	J F PAGET	P100	Correspondence with PG&E debtor counsel re: Hunton retention application	0.30	177.00
03/10/2020	J F PAGET	P100	Work on HAK first monthly fee statement	1.80	1,062.00
03/11/2020	J F PAGET	P100	Work on consolidated monthly fee statement for January - February	2.30	1,357.00
03/19/2020	J F PAGET	P100	Work on revisions to first consolidated monthly fee statement	4.60	2,714.00
03/20/2020	J F PAGET	P100	Work on revisions to exhibits to monthly fee statement for January - February to comply with order and guidelines	2.10	1,239.00
03/31/2020	J F PAGET	P100	Correspondence with counsel re: filing first Hunton monthly fee statement and revisions to same	0.30	177.00
TOTAL P100				22.90	

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/22/2020	S C KWON	P210	Review/comment on draft registration statement, particularly with respect to debt securities of holdco and exhibit list relating to debt instruments for the holdco and preparation of a mark-up of comments thereto.	4.80	3,739.20
01/23/2020	M F FITZPATRICK	P210	Reviewed draft S-3.	0.80	748.80
01/23/2020	S C KWON	P210	Office conference with M. Fitzpatrick regarding comments on the holdco debt description in the draft S-3 registration statement (0.3); office conference with P. Jamieson regarding same and regarding review of debt description contained in the draft registration statement for the utility (0.4); review/comment on utility debt description in S-3 registration statement and preparation of riders and mark-up of comments thereto (2.7).	3.40	2,648.60
01/24/2020	M F FITZPATRICK	P210	Reviewed S-3 comments.	1.20	1,123.20
03/02/2020	M F FITZPATRICK	P210	Reviewed Rating Agency Presentation	2.50	2,340.00
03/02/2020	M F FITZPATRICK	P210	Reviewed revised drafts of Rating Agency Presentation	0.90	842.40
03/02/2020	S C KWON	P210	Review/comment on rating agency presentation (including check against earnings presentation and Evercore presentation) (2.4); office conference with M. Fitzpatrick regarding comments thereto (0.2)	2.60	2,025.40
03/02/2020	S C KWON	P210	PGE collateralization - Continue review/comment on supplemental indenture to Utility mortgage establishing terms of collateralized bonds	2.90	2,259.10

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/03/2020	S C KWON	P210	Office conference with B. Harney regarding questions on the draft supplemental indentures to 3 Utility unsecured indentures (0.3); continued /comment on draft supp. Indenture to Utility mortgage in connection with collateralization (1.5).	1.80	1,402.20
03/05/2020	M F FITZPATRICK	P210	Conference with M. Becker to discuss S-4 and S-3	1.00	936.00
03/05/2020	S C KWON	P210	Review/comment on latest draft of the supplemental indenture to Utility mortgage (1.8); office conference with B. Harney regarding comments thereto (0.3); office conference with B. Harney regarding revised supplemental indenture to the 2017 utility indenture (0.1)	2.20	1,713.80
03/05/2020	B P HARNEY	P210	Attention to discussing PGE supplemental indenture for mortgage indenture collateralization.	0.20	100.80
03/06/2020	M F FITZPATRICK	P210	Reviewed S-4 Exchange issues concerning 2018 Notes	0.90	842.40
03/09/2020	S C KWON	P210	Review/comment on revised supplemental indenture to the 2017 Utility indenture (1.8); office conference with B. Harney regarding comments thereto (0.2); office conference with B. Harney regarding status of remaining drafts of supp. indentures relating to the collateralization (0.2)	2.20	1,713.80
03/10/2020	M F FITZPATRICK	P210	Reviewed Supplemental Indentures for Exchange Debt and Reissuance Debt	1.20	1,123.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/11/2020	M F FITZPATRICK	P210	Reviewed S-4 issues/reviewed POR concerning reinstated 2018 debt	2.00	1,872.00
03/12/2020	M F FITZPATRICK	P210	Reviewed need for S-4 concerning 2018 Notes	0.90	842.40
03/13/2020	M F FITZPATRICK	P210	Reviewed requested relief motion	0.50	468.00
03/13/2020	M F FITZPATRICK	P210	Reviewed S-4 Requirement and Reg. Rights Agreement for 2018 Notes	1.50	1,404.00
03/18/2020	M F FITZPATRICK	P210	Researched money pool possibilities	0.90	842.40
03/19/2020	M F FITZPATRICK	P210	Researched authority issues concerning Money Pool	1.40	1,310.40
03/23/2020	S C KWON	P210	Review/comment on draft closing deliverables and opinions related to collateralization in connection with notes outstanding under the 2018 Corp. indenture (1.9); conference call with B. Harney regarding comments thereto (0.2)	2.10	1,635.90

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/24/2020	S C KWON	P210	Review/comment on revised draft closing opinions and other closing docs related to collateralization for notes outstanding under the 2018 Corp. indenture (1.4); Hunton working group conference call (0.5); e-mail correspondences with Hunton team regarding S-3 process and outstanding items for Corp secured debt (0.4); working group conference call for equity deals (1.0); E-mail correspondences with PGE treasury team regarding upcoming debt offerings (0.3); e-mail correspondences/conference call with Hunton team regarding draft Corp. unsecured indenture draft and related description of such notes included in S-3 (0.3).	3.90	3,038.10
03/24/2020	B P HARNEY	P210	Attention to revising 2018 Indenture collateralization closing deliverables (.8); attention to attending PG&E update call and discussing matter with C. Kwon (1.0).	1.80	907.20
03/25/2020	B P HARNEY	P210	Attention to sending unsecured indenture to BNYM/EMM teams and discussing matter with internal team (.3); attention to attending PG&E organizational call (.5)	0.80	403.20
03/31/2020	B P HARNEY	P210	Analyze PG&E S-3 mark-up with team and plans for distribution	0.40	201.60
			TOTAL P210	44.80	
03/19/2020	B M ZIMMET	P270	Draft answer to question from M. Fitzpatrick regarding FERC requirements applicable to money pooling arrangements	2.30	1,490.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			TOTAL P270	2.30	
03/04/2020	J F PAGET	P280	Final revisions to HAK special counsel retention application	0.50	295.00
03/06/2020	S C KWON	P280	Conference calls with M. Fitzpatrick regarding exchange offer with respect to Utility notes issued under the 2018 indenture and the related plan of reorganization with respect to such debt (0.4); e-mail correspondences with J. Harbor regarding same (0.3); conference calls with Hunton team regarding same (0.3).	1.00	779.00
03/06/2020	J F PAGET	P280	Prepare memorandum concerning fee examiner protocol and local court rules	1.90	1,121.00
03/09/2020	S C KWON	P280	Office conference with Hunton team regarding a potential S-4 filing with respect to senior notes outstanding under the Utility 2018 indenture and items to follow-up with Weil with respect to the plan of reorganization (0.4); review/comment on draft e-mail of P. Jamieson addressed to PG&E team regarding same (0.2)	0.60	467.40
03/23/2020	J F PAGET	P280	Review revised monthly fee statement for January and February and provide comments to same	2.40	1,416.00
03/24/2020	J F PAGET	P280	Update and coordinate circulation of memo concerning fee examiner protocol and billing guidelines	0.30	177.00
03/26/2020	J F PAGET	P280	Work on compliance with fee examiner protocol that requires submission of certain information following retention	1.10	649.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/27/2020	J F PAGET	P280	Review and revise monthly fee statement (0.8) and coordinate providing information to fee examiner (1.0)	1.80	1,062.00
			TOTAL P280	9.60	
01/06/2020	K C FELZ	P300	Discuss secured indenture and Description of Notes for S-3 disclosure with M. Fitzpatrick and P. Jamieson and review status of matters.	0.50	436.50
01/09/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze to discuss financing plans.	1.00	936.00
01/10/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze to discuss status of Indentures.	0.40	374.40
01/10/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick and C. Kwon re: Corp secured indenture (.4); follow-up email correspondence w/ C. Kwon re: same (.3); telephone conference w/ M. Fitzpatrick and K. Felz re: FMB (.4); revise Corp secured indenture (.8).	1.90	932.90
01/10/2020	K C FELZ	P300	Discuss DON, opinions and other matters with M. Fitzpatrick and P. Jamieson.	0.30	261.90
03/03/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze to discuss Financing Schedule	0.30	280.80
03/06/2020	J W HARBOUR	P300	Analysis of issues concerning notes and communications with counsel	0.20	139.60
03/09/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick and C. Kwon re: S-4	0.70	343.70
03/09/2020	P C JAMIESON	P300	Email correspondence w/ Company re: S-4 next steps	0.30	147.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/18/2020	M F FITZPATRICK	P300	Several telephone conferences with C. DeSanze to discuss lease issues and impact on FMB Indenture	0.80	748.80
03/18/2020	M F FITZPATRICK	P300	Several telephone conferences to discuss money pool issues	0.70	655.20
03/19/2020	M F FITZPATRICK	P300	Telephone conference with FERC attorneys	0.40	374.40
03/19/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze regarding Money Pool issues	0.60	561.60
03/26/2020	J W HARBOUR	P300	Analysis of issues concerning proposed financing and communications with counsel	0.10	69.80
03/27/2020	J W HARBOUR	P300	Analysis of issues concerning proposed financing and communications with counsel	0.60	418.80
03/30/2020	J W HARBOUR	P300	Analysis of issues concerning notes to be issued in connection with chapter 11 plan and communications with counsel	0.50	349.00
03/31/2020	J W HARBOUR	P300	Communications with counsel and analysis of financing issues	0.20	139.60
			TOTAL P300	9.50	
03/01/2020	B P HARNEY	P400	Prepare 30th Supplemental Indenture with all series of secured notes, including review of all supplemental indentures	5.50	2,772.00
03/02/2020	A R O'BRIAN	P400	Review rating agency presentation slides and forward looking statements regarding securitization.	1.30	936.00

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/02/2020	B P HARNEY	P400	Analyze all supplemental indentures under the 2005 Indenture for drafting of the 30th Supplemental Indenture (3.1); draft 30th Supplemental Indenture (1.5)	4.60	2,318.40
03/03/2020	B P HARNEY	P400	Analyze 30th Supplemental Indenture with all series listed therein (1.1); Analyze note forms to ensure consistency with originally issued notes (1.3).	2.40	1,209.60
03/04/2020	T L CANADA	P400	Prepare and finalize executed Declaration of M. Fitzpatrick for special counsel retention applicatoin	0.90	218.70
03/08/2020	B P HARNEY	P400	Attention to preparing Mortgage Bond supplemental indenture for collateral bonds and review of past unsecured supplemental indentures	2.10	1,058.40
03/09/2020	B P HARNEY	P400	Attention to continuing to prepare mortgage bond supplemental indenture for collateral bonds series	1.10	554.40
03/10/2020	T L CANADA	P400	Prepare first consolidated monthly fee statement for Hunton	2.00	486.00
03/10/2020	B P HARNEY	P400	Review draft mortgage bond supplemental indenture and conform forms of bonds attached to the document (1.2); attention to review of draft document for accuracy and completeness (1.4).	2.60	1,310.40
03/20/2020	T L CANADA	P400	Continue work on Hunton's January and February fee statement	3.00	729.00
03/23/2020	T L CANADA	P400	Continue work on exhibits to January/February monthly fee statement	1.50	364.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/23/2020	B P HARNEY	P400	Attention to revising 2018 collateralization closing deliverables and sending to C. Kwon	2.10	1,058.40
03/24/2020	T L CANADA	P400	Continue work on exhibits to January/February monthly fee statement	2.50	607.50
03/25/2020	T L CANADA	P400	Continue work on Exhibits to Hunton's January and February fee statement	2.50	607.50
03/26/2020	B P HARNEY	P400	Attention to preparing closing deliverables for 2017 Indenture collateralization	2.70	1,360.80
03/27/2020	T L CANADA	P400	Continue working on January and February fee statement exhibits	4.50	1,093.50
03/28/2020	B P HARNEY	P400	Analyze unsecured indenture against FMB comments (.8); analyze requirements for mark-up of S-3 filing (.6)	1.40	705.60
03/29/2020	B P HARNEY	P400	Prepare closing deliverables for 2005 Indenture collateralization (3.2); revise unsecured indenture based on comments from EMM team, review of FMB comments (2.5)	5.70	2,872.80
03/30/2020	B P HARNEY	P400	Attention to review of S-3 filing and marking up to reflect pre-effective amendment No. 1 (2.5); attention to discussing comments on unsecured indenture with EMM/BNYM teams and revising draft accordingly (1); attention to revisions to 2005 indenture closing documents for collateralization (1.1)	4.60	2,318.40
TOTAL P400				53.00	
01/06/2020	M F FITZPATRICK	P500	Revised draft Corporate Indenture.	4.50	4,212.00
TOTAL P500				4.50	
TOTAL HOURS				146.60	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
K C FELZ	Partner	0.80	873.00	698.40
M F FITZPATRICK	Partner	24.40	936.00	22,838.40
J W HARBOUR	Partner	1.60	698.00	1,116.80
S C KWON	Partner	27.50	779.00	21,422.50
A R O'BRIAN	Partner	1.30	720.00	936.00
J F PAGET	Counsel	30.90	590.00	18,231.00
B P HARNEY	Associate	38.00	504.00	19,152.00
P C JAMIESON	Associate	2.90	491.00	1,423.90
B M ZIMMET	Associate	2.30	648.00	1,490.40
T L CANADA	Paralegal	16.90	243.00	4,106.70
TOTAL FEES (\$)				91,416.10

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	22.90	13,511.00
Corporate Review	P210	44.80	36,484.10
Regulatory Reviews	P270	2.30	1,490.40
Other	P280	9.60	5,966.40
Structure / Strategy / Analysis	P300	9.50	7,170.30
Initial Document Preparation / Filing	P400	53.00	22,581.90
Negotiation / Revision / Responses	P500	4.50	4,212.00
		146.60	91,416.10

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	AMOUNT
E107	Delivery/Messenger Services	25.19
E111	Meals	22.69
TOTAL CURRENT EXPENSES (\$)		47.88

MATTER SUMMARY:

Current Fees:	\$ 91,416.10
Current Charges:	47.88
CURRENT MATTER AMOUNT DUE:	\$ 91,463.98

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RE: (Hunton # 026915.0000034) Accounts Receivables Securitization

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/31/2020	R J HAHN	P210	Read correspondence re: AR facility (.1); draft correspondence re: AR facility (.1); review draft resolutions (.2)	0.40	349.20
		TOTAL P210		0.40	
03/05/2020	R J HAHN	P300	Read correspondence re: AR facility (0.2); draft correspondence re: same (0.2); telephone conference regarding AR facility (0.5); conference call with client regarding AR facility (0.5)	1.40	1,222.20
		TOTAL P300		1.40	
		TOTAL HOURS		1.80	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
R J HAHN	Partner	1.80	873.00	1,571.40
	TOTAL FEES (\$)			1,571.40

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	0.40	349.20
Structure / Strategy / Analysis	P300	1.40	1,222.20
		1.80	1,571.40

MATTER SUMMARY:

Current Fees:	\$ 1,571.40
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 1,571.40

HUNTON ANDREWS KURTH LLP
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FILE NUMBER: 026915.MULTI

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RE: (Hunton # 026915.0000037) 2020 Utility Tax-Exempt Advice

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/06/2020	M F FITZPATRICK	P210	Reviewed Tax-Exempt portfolio issues	0.60	561.60
03/06/2020	P C JAMIESON	P210	Review descriptions of PC bond documents in draft bankruptcy filing	0.80	392.80
			TOTAL P210	1.40	
03/05/2020	A R KINTZINGER	P220	Review Plan and Pollution Control docs (1.8) and confer with Weil re: same (0.7).	2.50	2,092.50
03/06/2020	A R KINTZINGER	P220	Check accuracy of Plan on Pollution Control Bonds (2.2) and confer with client (0.3).	2.50	2,092.50
03/09/2020	A R KINTZINGER	P220	Analyze plan provisions on pollution control bonds	1.50	1,255.50
03/11/2020	A R KINTZINGER	P220	Analyze pollution control bond doc cites in Plan.	0.50	418.50
03/17/2020	A R KINTZINGER	P220	Revisions to Holland Knight changes to Plan on pollution control bonds.	0.50	418.50
03/20/2020	A R KINTZINGER	P220	Comments to Plan on Pollution Control Bonds for Weil.	1.00	837.00
03/24/2020	A R KINTZINGER	P220	Revisions on Plan language regarding Pollution Control Bonds to Weil.	1.00	837.00
03/25/2020	A R KINTZINGER	P220	Review revisions to Plan for Pollution Control Bonds (1.5) and confer with Weil re: same (0.4).	1.90	1,590.30
			TOTAL P220	11.40	
03/20/2020	P C JAMIESON	P300	Email correspondence w/ Weil and H&K re: PC bond edits to Plan; email correspondence w/ D. Kintzinger re: same	0.40	196.40
			TOTAL P300	0.40	
03/24/2020	P C JAMIESON	P400	Update draft Plan w/ PC bond comments	1.20	589.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			TOTAL P400	1.20	
			TOTAL HOURS	14.40	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	0.60	936.00	561.60
A R KINTZINGER	Counsel	11.40	837.00	9,541.80
P C JAMIESON	Associate	2.40	491.00	1,178.40
	TOTAL FEES (\$)			11,281.80

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	1.40	954.40
Tax	P220	11.40	9,541.80
Structure / Strategy / Analysis	P300	0.40	196.40
Initial Document Preparation / Filing	P400	1.20	589.20
		14.40	11,281.80

MATTER SUMMARY:

Current Fees:	\$ 11,281.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 11,281.80

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RE: (Hunton # 026915.0000038, Client's # 802946) 2020 Utility FMB Indenture

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/13/2020	S C FRIEND	P100	Analyze registration rights (0.3); analyze additional interest provisions (0.3); telephone call with P.Jamieson re: same (0.2).	0.80	712.80
			TOTAL P100	0.80	
01/03/2020	P C JAMIESON	P210	Email correspondence w/ M. Fitzpatrick and K. Felz re: status of outstanding items.	0.80	392.80
01/06/2020	P C JAMIESON	P210	Prepare status summary (.8); confer w/ M. Fitzpatrick and K. Felz re: same (.3); email correspondence w/ R. Johnson re: same (.4); review SCE pro supps (.3); finalize Hunton UA opinion for FMB (.6).	2.40	1,178.40
01/07/2020	M F FITZPATRICK	P210	Reviewed comments to FMB Indenture.	0.40	374.40
01/07/2020	P C JAMIESON	P210	Email correspondence w/ Company re: open points on FMB process (.5); telephone conference w/ R. Johnson re: Excepted Property/Permitted Liens (.4).	0.90	441.90
01/10/2020	M F FITZPATRICK	P210	Reviewed FMB Indenture comments.	0.80	748.80
01/14/2020	M F FITZPATRICK	P210	Reviewed FMB opinion issues.	0.60	561.60

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/14/2020	P C JAMIESON	P210	Telephone conference w/ K. Felz and R. Johnson re: title insurance (.7); finalize revised draft of Corp secured indenture (1.9); telephone conference w/ PG&E and Cravath re: FMB (.3); follow-up research re: same (.5); email correspondence w/ PG&E re: unsecured indentures (.4); confer w/ C. Kwon re: precedent secured HoldCo issuers (.4); prepare draft pledge agreement (2.4); telephone conference w/ Chicago Title (.6).	7.20	3,535.20
01/15/2020	P C JAMIESON	P210	Telephone conference w/ Company and Chicago Title re: process (1); follow-up email correspondence w/ Chicago Title re: same (.3); research re: HoldCo Indenture (1.6); confer w/ C. Kwon re: same (.5); draft joinder agreement (.7); email correspondence w/ C. Kwon re: summary (.5).	4.60	2,258.60
01/16/2020	M F FITZPATRICK	P210	Reviewed Title Insurance issues/requests.	0.80	748.80
01/16/2020	P C JAMIESON	P210	Email correspondence w/ Chicago Title re: precedent documents and schedules (.6); confer w/ M. Fitzpatrick and K. Felz re: open business points (.5); telephone conference w/ R. Johnson re: title process (.5); revise opinion to trustee (1.1); revise pledge agreement (.3); revise joinder agreement (.2); confer w/ C. Kwon re: same (.2); email correspondence w/ PG&E re: talking points for working group call (.1).	3.50	1,718.50

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01/16/2020	K C FELZ	P210	Review property schedules/company feedback on mortgage indenture in preparation for Friday business points call.	0.60	523.80
01/17/2020	M F FITZPATRICK	P210	Review indenture market provisions.	0.80	748.80
01/17/2020	P C JAMIESON	P210	Further revisions to corp secured indenture.	0.80	392.80
01/22/2020	P C JAMIESON	P210	Telephone conference w/ Company re: excepted property (.5); follow-up research re: same (.4); follow-up emails w/ Chicago Title and R. Johnson re: outstanding items (.3); telephone conference w/ Cravath and Davis Polk re: secured credit facility (.3); review draft description of securities exhibit (2.2); confer w/ M. Fitzpatrick and K. Felz re: collateralizing credit facility (.2).	3.90	1,914.90
01/23/2020	P C JAMIESON	P210	Telephone conference w/ R. Johnson re: title insurance (.6); email correspondence and telephone conference w/ E. Nedell re: opinion review (.3); email update to Hunton team re: title insurance and excepted property (.8); review updated draft description of securities exhibit (.6); research re: CA preferred stock (.6); confer w/ K. Felz re: opinion (.2).	3.10	1,522.10
03/02/2020	M F FITZPATRICK	P210	Reviewed latest Property Addition issues	0.80	748.80

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03/02/2020	P C JAMIESON	P210	Revise factual certificates (.8); confer w/ K. Felz re: same (.2); email correspondence w/ Company re: opinions and factual certificates (.7); email correspondence w/ Company re: real estate back-up certificate (.2); telephone conference w/ Company re: FMB process (.5); telephone conference w/ R. Johnson re: title insurance quote (.4); confer w/ M. Fitzpatrick and K. Felz re: outstanding points (.2); update draft FMB Indenture (1.3); email correspondence w/ Company re: Excepted Property (.4)	4.70	2,307.70
03/03/2020	M F FITZPATRICK	P210	Reviewed Opinion issues/Back-up Certificates	0.80	748.80
03/03/2020	P C JAMIESON	P210	Review release provisions (.8); research re: unsecured debt (.4)	1.20	589.20
03/04/2020	P C JAMIESON	P210	Email correspondence w/ R. Johnson re: legal descriptions	0.20	98.20
03/05/2020	M F FITZPATRICK	P210	Reviewed comments from Trustee	0.50	468.00
03/05/2020	M F FITZPATRICK	P210	Reviewed title issues and recording issues	0.90	842.40
03/09/2020	M F FITZPATRICK	P210	Reviewed title insurance company proposal	0.40	374.40
03/09/2020	P C JAMIESON	P210	Review 2004 escrow agreement	0.60	294.60
03/09/2020	P C JAMIESON	P210	Email correspondence w/ Company and Chicago Title re: cost estimate	0.70	343.70
03/12/2020	M F FITZPATRICK	P210	Reviewed open issues concerning title insurance process	1.30	1,216.80
03/13/2020	P C JAMIESON	P210	Review POR Oil draft	0.50	245.50
03/16/2020	M F FITZPATRICK	P210	Reviewed Indenture/Title insurance process	0.50	468.00

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03/16/2020	M F FITZPATRICK	P210	Reviewed board resolution issues	0.40	374.40
03/18/2020	M F FITZPATRICK	P210	Reviewed Capital Accounting and Treasury spreadsheets and back-up material	1.20	1,123.20
03/18/2020	P C JAMIESON	P210	Review unsecured indentures and FMB indenture re: office lease	0.60	294.60
03/19/2020	P C JAMIESON	P210	Prepare sample resolutions re: Expert's Certificate	0.80	392.80
03/19/2020	M F FITZPATRICK	P210	Reviewed Title Insurance correspondence	0.40	374.40
03/19/2020	M F FITZPATRICK	P210	Reviewed resolutions/spreadsheet of open items	1.00	936.00
03/20/2020	M F FITZPATRICK	P210	Reviewed DP FMB comments and questions	0.80	748.80
03/20/2020	M F FITZPATRICK	P210	Reviewed outstanding title insurance issues	1.00	936.00
03/21/2020	M F FITZPATRICK	P210	Reviewed diligence issues/disclosure issues for FMB Issuance	2.00	1,872.00
03/23/2020	M F FITZPATRICK	P210	Reviewed diligence issues/disclosure issues for FMB Issuance	2.50	2,340.00
03/24/2020	M F FITZPATRICK	P210	Reviewed several questions/timelines and back-up certs	1.50	1,404.00
03/25/2020	M F FITZPATRICK	P210	Reviewed term sheet	0.60	561.60
03/25/2020	P C JAMIESON	P210	Email correspondence w/ Company re: real estate certificates	0.30	147.30
03/26/2020	M F FITZPATRICK	P210	Reviewed procedures for title insurance and diligence	0.50	468.00
03/30/2020	M F FITZPATRICK	P210	Reviewed S-3 and draft Indenture	2.00	1,872.00
03/31/2020	M F FITZPATRICK	P210	Reviewed financing timeline	1.00	936.00
03/31/2020	M F FITZPATRICK	P210	Reviewed revised indenture	1.50	1,404.00
			TOTAL P210	62.40	
01/06/2020	R M JOHNSON	P240	Follow up with P. Jameson regarding the need for title insurance.	0.30	266.10

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01/07/2020	R M JOHNSON	P240	Review the form of the indenture and analyze the opinion issues (1.0); prepare for and attend internal meeting on the mortgage form (1.0); discuss the need for title insurance (1.0); review and edit the form of the indenture with special attention to the definition of permitted liens (.9).	3.90	3,459.30
01/14/2020	R M JOHNSON	P240	Prepare for and attend conference call on the title insurance issues.	0.50	443.50
01/15/2020	R M JOHNSON	P240	Prepare for and attend title insurance call.	0.90	798.30
01/16/2020	R M JOHNSON	P240	Prepare for and attend discussion of title insurance coverages with P. Jamieson.	0.50	443.50
01/17/2020	R M JOHNSON	P240	Telephone call with Chicago Title to discuss the reduced scope of the title insurance.	0.50	443.50
01/22/2020	R M JOHNSON	P240	Telephone call with P. Jamieson regarding the status of the title insurance work.	0.30	266.10
01/23/2020	R M JOHNSON	P240	Follow up on opinion issues (.4); telephone call with Chicago Title to discuss the scope of the title insurance work (.5).	0.90	798.30
03/02/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding CA property issues; review materials received from title company; instruct S. Wilson regarding next steps.	0.50	286.00
03/02/2020	R M JOHNSON	P240	Prepare for and attend status call.	0.50	443.50
03/02/2020	R M JOHNSON	P240	Analyze alternatives for the exhibit A to the Indenture.	0.90	798.30

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03/02/2020	S A WILSON	P240	Discussion with R. Johnson regarding approach for preparing list of properties subject to lien; research regarding indenture lien guidance and notice requirements	0.50	191.50
03/03/2020	C W HASBROUCK	P240	Coordinate with S. Wilson regarding research of title insurance issues (0.4); review findings from S. Wilson re: same (0.5); review underlying statutory materials, and prepare comments (1.0); follow up with R. Johnson and title company regarding title insurance and notice issues (0.5).	2.40	1,372.80
03/03/2020	S A WILSON	P240	Legal research regarding sufficient legal description for notice in lien secured by real property	0.50	191.50
03/04/2020	C W HASBROUCK	P240	Review comments from title company regarding recording and notice issues; coordinate with R. Johnson regarding next steps.	0.30	171.60
03/05/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding title and legal issues.	0.30	171.60
03/05/2020	R M JOHNSON	P240	Develop action plan for collating all of the legal descriptions.	1.30	1,153.10
03/06/2020	R M JOHNSON	P240	Review the forms of the legal descriptions and develop exhibit for the recordation of the Indenture.	2.10	1,862.70

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/06/2020	C W HASBROUCK	P240	Strategy session with R. Johnson regarding comments from title company, property issues, and next steps (0.5); draft proposed language for form of indenture exhibit (0.4); follow up with P. Jamieson regarding property issues (0.3); brief R. Johnson on status (0.2); prepare proposed draft of Exhibit A to indenture (0.5).	1.90	1,086.80
03/06/2020	R J HOFFMAN	P240	Discuss process for drafting of legal descriptions for Exhibit A of indenture with R. Johnson and C. Hasbrouck (.3); draft template of legal description exhibit with C. Hasbrouck (.5).	0.80	299.20
03/09/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding comments from client team and title company (0.4); follow up with client team regarding vesting deed issues (0.3); prepare draft mock-up indenture for presentation to recorder's offices (2.2); coordinate with R. Johnson regarding additional issues (0.3); prepare revised draft of mock-up indenture, and circulate to team (0.2); review draft property materials, and prepare comments (0.1); follow up with team regarding findings and next steps (0.1); coordinate with client team regarding data room issues (0.1).	4.70	2,688.40
03/09/2020	R M JOHNSON	P240	Work on the collating of the property descriptions for the Exhibit A to the Indenture.	2.70	2,394.90
03/09/2020	R M JOHNSON	P240	Prepare for and attend conference call on the project status.	0.50	443.50

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03/10/2020	C W HASBROUCK	P240	Strategy session with R. Johnson regarding property issues, status, and next steps (0.7); follow up with title company regarding property and deed issues (0.5); follow up with client team regarding dataroom and property issues (0.3); review and analyze master spreadsheet of properties, and prepare comments (2.1); review and analyze contents of data room, and prepare comments (1.5); coordinate with R. Johnson regarding findings and next steps (0.3); follow up with P. Jamieson regarding outstanding issues and additional requests for client (0.5); instruct administrators regarding process for document production (0.2); prepare list of open issues to be discussed with team (0.6).	6.70	3,832.40
03/10/2020	R M JOHNSON	P240	Work on the exhibit to the Indenture (2.2), including the review of the property database (0.3) and instructions to the team (0.4).	2.90	2,572.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/11/2020	C W HASBROUCK	P240	Coordinate with G. Guerra regarding dataroom issues and organization of property documents (.2); review and verify work product received from administrator (.2); instruct administrator regarding physical document production (.2); review current draft of indenture with respect to property and encumbrance issues, and prepare comments (.7); coordinate with R. Johnson regarding comments and next steps (.2); call with B. Jamieson regarding property issues (.2); prepare list of questions for client team regarding property and data room issues (.3).	2.00	1,144.00
03/11/2020	R J HOFFMAN	P240	Discuss process of creating legal description exhibits with R. Johnson and C. Hasbrouck.	0.20	74.80
03/11/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the Indenture (0.8); work on the preparation of Exhibit A (0.7).	1.90	1,685.30

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03/12/2020	C W HASBROUCK	P240	Prepare additional questions for call (.3); attend call with P. Jamieson and client team regarding dataroom and property issues (.3); strategy session with R. Johnson regarding findings and next steps with respect to preparation of legal descriptions (.3); follow up with title company regarding property issues (.2); coordinate with administrator regarding production of additional documents (.2); instruct R. Hoffman regarding review of documents and preparation of legal descriptions (.2); review contents of data room with respect to additional issues raised by team, and prepare comments (1.3); follow up with client team regarding additional issues (.3); review master spreadsheet and related issues (.4); brief R. Johnson on status (.2).	3.70	2,116.40
03/12/2020	R M JOHNSON	P240	Work on the Exhibit A information.	0.80	709.60
03/12/2020	R M JOHNSON	P240	Analyze process for correctly capturing the necessary documents and information for financing documents.	2.30	2,040.10
03/12/2020	R M JOHNSON	P240	Correspond with internal team on the form of the Indenture.	0.30	266.10
03/12/2020	R M JOHNSON	P240	Analyze the information that the California recorders will require for recordation (0.9) and confirm same with Chicago Title (0.4).	1.30	1,153.10

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03/13/2020	C W HASBROUCK	P240	Review comments from client team regarding data room issues (0.8); review property materials and form of opinion, and prepare comments (2.1); coordinate with R. Johnson regarding comments and next steps (0.4); review and analyze underlying real property documents (0.6); instruct R. Hoffman, S. Wilson, and R. Nolan regarding review (0.2); prepare revised draft of master spreadsheet, and circulate to team (0.9); prepare revised form of legal description exhibit (0.7), and circulate to team (0.1); prepare master instructions for preparation of exhibits and circulate to team (0.5); follow up with R. Johnson regarding status, timelines, and next steps (0.3).	6.60	3,775.20
03/13/2020	R J HOFFMAN	P240	Analyze recorded instruments (6.5) and correspond about Phase I Legal Description instructions with C. Hasbrouck (0.5).	7.00	2,618.00
03/13/2020	R M JOHNSON	P240	Analyze and prepare the Exhibits to the Indenture.	1.00	887.00
03/13/2020	R M JOHNSON	P240	Review report regarding the status of this work from P. Jamieson.	0.30	266.10
03/13/2020	R W NOLAN	P240	Prepare document spreadsheet of recorded instruments	1.80	932.40
03/13/2020	S A WILSON	P240	Conference with team regarding assignment approach (0.4), review procedure for preparing exhibit items (0.3); conference with C. Hasbrouck and R. Hoffman regarding project approach (0.4); review diligence file (1.4)	2.50	957.50

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03/15/2020	C W HASBROUCK	P240	Coordinate with S. Wilson regarding review of materials and preparation of legal description exhibits; review data room contents with respect to additional issues raised by S. Wilson; follow up with team regarding next steps.	0.50	286.00
03/15/2020	R M JOHNSON	P240	Review the progress made on the Exhibit A development.	0.50	443.50
03/15/2020	S A WILSON	P240	Review materials for preparing Exhibit A to the Indenture (0.5); discussion with R. Johnson regarding the same (0.2)	0.70	268.10
03/16/2020	R J HOFFMAN	P240	Review conveyance instruments and produce property description exhibits for indenture.	7.50	2,805.00
03/16/2020	C W HASBROUCK	P240	Coordinate with R. Hoffman regarding review questions and preparation of exhibits (0.2); instruct R. Nolan regarding process for review (0.2); follow up with S. Wilson regarding progress of review and current status (0.1); strategy session with R. Johnson regarding current status and next steps (0.2); review Alameda County materials, and prepare Exhibit A to indenture (legal descriptions) (2.7); prepare additional comments for team and client review (0.3); prepare instructions for administrator regarding production of additional dataroom materials (1.8).	5.50	3,146.00
03/16/2020	S A WILSON	P240	Discussion with team regarding approach and progress of Indenture/Title insurance process (0.4); prepare Exhibit A for San Joaquin properties (1.6)	2.00	766.00

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03/16/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the bond financing.	0.50	443.50
03/16/2020	R M JOHNSON	P240	Work on Exhibit A legal descriptions.	1.30	1,153.10
03/16/2020	R W NOLAN	P240	Coordinate completion of collateral description compilation	0.30	155.40
03/17/2020	C W HASBROUCK	P240	Instruct R. Hoffman regarding review and exhibit issues (0.3); review Alameda materials, and prepare Exhibit A to Indenture (1.9); review Alpine materials, and prepare Exhibit A to Indenture (1.7); review Amador materials, and prepare Exhibit A to Indenture (1.5); instruct S. Wilson regarding review of materials and preparation of exhibits (0.1); follow up with team regarding progress and current status (0.3); prepare status report and comments (0.2); strategy session with R. Johnson regarding progress to date, status, and next steps (0.3); review Butte materials, and prepare Exhibit A to Indenture (1.4).	7.70	4,404.40
03/17/2020	R J HOFFMAN	P240	Review conveyance instruments and produce property description exhibits for indenture.	4.90	1,832.60
03/17/2020	S A WILSON	P240	Analyze deed and diligence materials (1.4); prepare Exhibit A to indenture based on the same (1.8); conference with team regarding status (0.2)	3.40	1,302.20
03/17/2020	R M JOHNSON	P240	Work on the Exhibit A materials.	0.60	532.20

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03/17/2020	R M JOHNSON	P240	Instructions to and report from the team on the status.	0.30	266.10
03/18/2020	R J HOFFMAN	P240	Review conveyance instruments (2.2) and prepare property description exhibits for indenture (2.8).	6.50	2,431.00
03/18/2020	C W HASBROUCK	P240	Coordinate with S. Wilson regarding review and outstanding issues (0.3); review Butte materials and prepare Exhibit A to Indenture (0.9); review Calveras materials and prepare Exhibit A to Indenture (1.1); review Colusa materials and prepare Exhibit A to Indenture (1.1); coordinate with R. Nolan and R. Hoffman regarding current status and expected progress (0.3); strategy session with R. Johnson regarding current status and next steps (0.2).	3.90	2,230.80
03/18/2020	S A WILSON	P240	Review deeds in diligence (3.2); prepare exhibit A to indenture based on the same (2.4); discussion with C. Hasbrouck regarding approach/objectives (0.6)	6.20	2,374.60
03/18/2020	R M JOHNSON	P240	Review the status of the assembly of the Exhibit A.	0.90	798.30
03/18/2020	R W NOLAN	P240	Draft Legal Description Exhibit	2.50	1,295.00
03/19/2020	R J HOFFMAN	P240	Review conveyance instruments and produce property description exhibits for indenture.	5.00	1,870.00

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03/19/2020	C W HASBROUCK	P240	Review Contra Costa materials, and prepare Exhibit A to Indenture (2.2); coordinate with R. Hoffman regarding review and outstanding issues (0.3); follow up with R. Nolan regarding status of review and progress on counties (0.4); instruct S. Wilson regarding review and additional issues (0.3); review comments received from team regarding status of review and pending items (0.4); strategy session with R. Johnson regarding progress (0.2); prepare status report (0.5); follow up with P. Jamieson regarding next steps (0.1).	4.40	2,516.80
03/19/2020	R W NOLAN	P240	Draft Legal Description Exhibit	5.80	3,004.40
03/19/2020	R M JOHNSON	P240	Review the status of the collation of Exhibit A (2.4); office conference with P. Jamieson regarding the status of the project and the targeted milestones for performance (.2); instructions to the team regarding the same (.4).	3.00	2,661.00
03/19/2020	S A WILSON	P240	Prepare Exhibit A to Indenture based on property details in diligence materials	6.60	2,527.80
03/20/2020	R M JOHNSON	P240	Review the status of the assembly of Exhibit A.	0.30	266.10
03/20/2020	C W HASBROUCK	P240	Follow up with R. Hoffman regarding review questions and preparation of Exhibit A (0.3); correspond with R. Nolan regarding additional question and next steps (0.2); review Contra Costa materials (0.4), and prepare Exhibit A (0.7); coordinate with R. Johnson regarding status and additional issues (0.3).	1.90	1,086.80

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03/20/2020	R J HOFFMAN	P240	Review conveyance instruments (2.3) and prepare property description exhibits for indenture (3.7).	6.00	2,244.00
03/20/2020	S A WILSON	P240	Prepare Exhibit A to Indenture based on property details in diligence materials	5.90	2,259.70
03/20/2020	R W NOLAN	P240	Compile Grant Deed recording information	1.70	880.60
03/21/2020	S A WILSON	P240	Prepare Exhibit A to Indenture based on property details in diligence materials	0.80	306.40
03/22/2020	R M JOHNSON	P240	Provide instructions to team on the collation of Exhibit A to the Indenture.	0.50	443.50
03/22/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding Exhibit A issues and review of draft exhibits (0.2); review Contra Costa materials (0.5), and prepare Exhibit A (0.5).	1.20	686.40
03/22/2020	S A WILSON	P240	Prepare Exhibit A to Indenture based on property details in diligence materials	1.80	689.40
03/23/2020	R J HOFFMAN	P240	Review conveyance instruments (1.3) and prepare property description exhibits for indenture (2.2).	3.50	1,309.00
03/23/2020	C W HASBROUCK	P240	Review draft Exhibit A received from S. Wilson (0.5), and prepare comments (0.8); strategy session with R. Johnson regarding review issues and revisions to Exhibit A (0.3); instruct S. Wilson regarding comments and revisions (0.2); review Contra Costa materials and prepare Exhibit A (0.6); follow up with R. Hoffman regarding review and additional materials (0.1).	2.50	1,430.00

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03/23/2020	R W NOLAN	P240	Compile Grant Deed recording information	1.60	828.80
03/23/2020	R M JOHNSON	P240	Prepare for and attend conference call with the team on the status of the real estate review and compilation of the exhibits.	0.70	620.90
03/23/2020	S A WILSON	P240	Review property materials for San Francisco, San Benito, and Sacramento Counties and prepare Exhibit A for the same (4.75); coordinate with team regarding review, additional issues, and revisions to Exhibit A's (.5); revise San Francisco County for Exhibit A to Indenture (.75).	6.00	2,298.00
03/24/2020	R J HOFFMAN	P240	Review conveyance instruments (3.1) and prepare property description exhibits for indenture (4.6).	7.70	2,879.80

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03/24/2020	C W HASBROUCK	P240	Review draft Exhibit A's received from S. Wilson (0.7), and prepare comments (1.2); instruct S. Wilson regarding revisions (0.3); coordinate with R. Hoffman regarding review issues and upcoming phase 2 (0.4); review contents of data room with respect to phase 2 issues, and prepare findings (1.1); call with Exhibit A team regarding preparation of exhibits, proposed revisions, and preparation of list of questions for client and title company (0.4); follow up with R. Johnson regarding findings of review, and next steps (0.2); coordinate with team regarding review issues raised by R. Johnson (0.2); prepare correspondence to title company regarding legal description and recording issues (0.4).	4.90	2,802.80
03/24/2020	R M JOHNSON	P240	Prepare detailed response to P. Jamieson regarding the title work, legal descriptions and general status of Exhibit A to the Indenture.	1.30	1,153.10
03/24/2020	R M JOHNSON	P240	Develop recordation contingency plans in case the recorder's offices are closed due to Covid-19.	0.70	620.90
03/24/2020	S A WILSON	P240	Review property materials for Plumas, Placer, and Nevada Counties (5.25); coordinate with team regarding project approach and progress (.75).	6.00	2,298.00
03/24/2020	R W NOLAN	P240	Compile Grand Deed recording information for legal description	3.30	1,709.40

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03/25/2020	C W HASBROUCK	P240	Coordinate with and instruct team regarding review issues, comments from title company, and next steps.	1.00	572.00
03/25/2020	C W HASBROUCK	P240	Review Alameda County materials, and revise Exhibit A.	0.60	343.20
03/25/2020	R J HOFFMAN	P240	Coordinate with team regarding review, additional issues, and revisions to Exhibit A's (1.0); Revise Exhibit A to Indenture (5.0).	6.00	2,244.00
03/25/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the real estate and title insurance.	0.70	620.90
03/25/2020	S A WILSON	P240	Review property materials for Nevada, Napa, Marin, and Mariposa Counties (5.3).	5.30	2,029.90
03/25/2020	R W NOLAN	P240	Compile Grand Deed information for legal description	3.30	1,709.40
03/26/2020	C W HASBROUCK	P240	Coordinate with corporate team regarding Indenture, structuring issues, and requests from lender's counsel.	0.30	171.60
03/26/2020	C W HASBROUCK	P240	Review data room materials with respect to Tier 2 property issues.	0.20	114.40
03/26/2020	R J HOFFMAN	P240	Review property materials for Fresno County, and prepare Exhibit A for same (1.0); review property materials for El Dorado County, and prepare Exhibit A for same (1.7); coordinate with team regarding review, additional issues, and revisions to Exhibit A's (1.0); revise Exhibit A to Indenture (1.8).	5.50	2,057.00
03/26/2020	R M JOHNSON	P240	Prepare for and attend multiple telephone conferences on the real estate issues.	1.00	887.00

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03/26/2020	R M JOHNSON	P240	Analyze the real estate issues with special attention to the substations and the potential need for an Owner's policy.	1.10	975.70
03/26/2020	S A WILSON	P240	Review property materials for Merced County (4.5); coordinate with C. Hasbrouck regarding review and revisions to Exhibit A (.5); prepare revisions to the same (1).	6.00	2,298.00
03/26/2020	R W NOLAN	P240	Compile Grant Deed information for legal description	2.60	1,346.80
03/26/2020	C W HASBROUCK	P240	Coordinate with CA real estate team regarding Indenture and Exhibit A issues.	1.20	686.40
03/26/2020	C W HASBROUCK	P240	Review Alameda County materials, and prepare revisions to Exhibit A.	1.20	686.40
03/26/2020	C W HASBROUCK	P240	Review comments from team regarding title insurance and related issues, and follow up with R. Johnson regarding proposed next steps.	0.40	228.80
03/26/2020	C W HASBROUCK	P240	Review Butte County materials, and prepare revisions to Exhibit A.	0.60	343.20
03/26/2020	C W HASBROUCK	P240	Review materials for Alpine, Amador, Calaveras, and Colusa Counties, and prepare revisions to Exhibit A.	0.50	286.00
03/26/2020	C W HASBROUCK	P240	Review materials for Contra Costa County, and prepare Exhibit A.	0.30	171.60
03/27/2020	C W HASBROUCK	P240	Coordinate with team regarding review issues and preparation of Exhibit A.	1.30	743.60
03/27/2020	C W HASBROUCK	P240	Review Contra Costa County materials, and prepare revisions to Exhibit A.	0.80	457.60

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03/27/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding review questions and additional issues.	0.30	171.60
03/27/2020	R J HOFFMAN	P240	Review property materials for Contra County, and prepare Exhibit A for same (4.5); coordinate with team regarding review, additional issues, and revisions to Exhibit A's (0.5); revise completed Exhibit A's to indenture (1.4).	6.40	2,393.60
03/27/2020	R M JOHNSON	P240	Review the status of the exhibit A compilation.	0.60	532.20
03/27/2020	R M JOHNSON	P240	Prepare for and attend conference call with team on the various real estate issues.	0.70	620.90
03/27/2020	S A WILSON	P240	Review property materials for Monterey County and prepare Exhibit A for same (2.5); coordinate with team regarding review, additional issues, and revisions to Exhibit A's (30); revise Exhibit A to Indenture with respect to San Joaquin and San Francisco properties (3.5).	6.50	2,489.50
03/27/2020	R W NOLAN	P240	Compile Grant Deed information for legal description	3.70	1,916.60
03/30/2020	C W HASBROUCK	P240	Coordinate with review team regarding status of review, and preparation of summary of missing materials.	1.20	686.40
03/30/2020	C W HASBROUCK	P240	Review contents of data room and materials from client with respect to issues raised by R. Johnson, and prepare comments.	1.30	743.60
03/30/2020	C W HASBROUCK	P240	Coordinate with R. Johnson and P. Jamieson regarding review issues, potential missing materials, and next steps.	0.50	286.00

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03/30/2020	C W HASBROUCK	P240	Coordinate with client team regarding property data room and related issues.	0.30	171.60
03/30/2020	R J HOFFMAN	P240	Call with R. Nolan, S. Wilson, and C. Hasbrouck regarding chart of illegible documents (.5); call and correspondence with C. Hasbrouck regarding chart of illegible documents (.5); produce chart of illegible documents based upon counties I reviewed (1.5); produce chart of illegible documents based upon exhibits created by C. Hasbrouck (2.5); produce list of missing documents based upon exhibits created by C. Hasbrouck (1.0).	6.00	2,244.00
03/30/2020	R M JOHNSON	P240	Prepare for and attend conference call on the status of the Indenture	0.50	443.50
03/30/2020	R M JOHNSON	P240	Review and analyze the preparation of the Exhibits.	0.60	532.20
03/30/2020	R M JOHNSON	P240	Telephone calls with C. Hasbrouck.	0.40	354.80
03/30/2020	R W NOLAN	P240	Internal call to discuss Exhibit A issues	0.60	310.80
03/30/2020	R W NOLAN	P240	Review Exhibit A for comments to client	2.30	1,191.40
03/30/2020	S A WILSON	P240	Conference with C. Hasbrouck regarding progress and next steps (.3); audit entries to Exhibit A to Indenture (1.2)	1.50	574.50
03/31/2020	C W HASBROUCK	P240	Coordinate with R. Johnson regarding findings with respect to data room contents, outstanding issues, and next steps.	0.30	171.60
03/31/2020	C W HASBROUCK	P240	Review contents of data room with respect to Tier 2 property issues.	0.30	171.60

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03/31/2020	C W HASBROUCK	P240	Prepare executive summary of review status and outstanding issues.	0.50	286.00
03/31/2020	R J HOFFMAN	P240	Revise formatting of all Exhibit A's to Indenture (1.2); Review and proof content of entries for Exhibit A's to Indenture (3.3).	4.50	1,683.00
03/31/2020	R M JOHNSON	P240	Review the edits to the S-3 and analyze the Indenture.	0.50	443.50
03/31/2020	R M JOHNSON	P240	Review the progress in Exhibit A and discuss same with the team.	1.30	1,153.10
03/31/2020	R W NOLAN	P240	Review Exhibit A entries for errors	2.20	1,139.60
03/31/2020	S A WILSON	P240	Conference with team regarding project updates (.1); prepare revisions to Exhibit A to Indenture (.2)	0.30	114.90
			TOTAL P240	291.00	
01/02/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick re: outstanding items and opinions.	0.20	98.20
01/06/2020	M F FITZPATRICK	P300	Reviewed FMB status.	1.00	936.00
01/06/2020	M F FITZPATRICK	P300	Telephone conference with P. Jamieson to discuss FMB procedures.	0.40	374.40
01/07/2020	K C FELZ	P300	Conference call with P. Jamieson and R. Johnson to discuss opinion matter and CA exclusions (.3); review R. Johnson markup of mortgage indenture draft (.3).	0.60	523.80
01/13/2020	K C FELZ	P300	Review/discuss revisions to indicative opinion chart with P. Jamieson and comments on same.	0.40	349.20
01/14/2020	M F FITZPATRICK	P300	Attended telephone conference with Cravath & Company to discuss FMB Indenture.	0.40	374.40

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01/14/2020	K C FELZ	P300	Conference call with Cravath and company to discuss status of utility mortgage indenture(.4); call with Chicago Title to dicuss title insurance and filing process (.4).	0.80	698.40
01/15/2020	K C FELZ	P300	Call with Chicago title to discuss title insurance and review process (.4); review property list and supporting documentation (.4).	0.80	698.40
01/17/2020	M F FITZPATRICK	P300	Telephone conference with PG&E Treasury to discuss Indenture draft for Utility.	1.00	936.00
01/17/2020	K C FELZ	P300	Conference call with PGE legal and business teams to discuss "business points" in mortgage indenture draft (.4); prepare for same/review provided summary materials (.3).	0.70	611.10
01/21/2020	K C FELZ	P300	Conference call with M. Becker and finance team, J. Yu and legal team regarding questions on mortgage indenture and process.	0.80	698.40
01/21/2020	M F FITZPATRICK	P300	Telephone conference with Treasury to discuss open issues concerning Utility FMB Indenture.	0.90	842.40
01/21/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and company re: FMB open points.	0.70	343.70
01/22/2020	K C FELZ	P300	Conference call with teams from Davis Polk and Cravath to discuss status/operation of mortgage bond indenture.	0.60	523.80
03/02/2020	M F FITZPATRICK	P300	Attended weekly update call	1.00	936.00
03/02/2020	M F FITZPATRICK	P300	Attended call with Weil and Cravath to discuss negative pledge and release concepts concerning FMB Indenture	1.00	936.00

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03/03/2020	M F FITZPATRICK	P300	Telephone conference with C. DeSanze to discuss Release Provision	0.70	655.20
03/03/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick re: release provisions	0.40	196.40
03/05/2020	P C JAMIESON	P300	Telephone conference w/ EMM re: outstanding comments to FMB Indenture	1.20	589.20
03/05/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick and K. Felz re: open items for weekly call	0.60	294.60
03/05/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick re: open items re: title and recording issues	0.40	196.40
03/05/2020	K C FELZ	P300	(.2) Review proposed agenda for weekly status call and discuss with P. Jamieson. (.3) Discuss additions to excepted property with PG&E legal and review valuations.	0.50	436.50
03/06/2020	P C JAMIESON	P300	Review substantiation chart and valuations	0.20	98.20
03/06/2020	P C JAMIESON	P300	Telephone conference w/ Company re: FMB logistics	2.30	1,129.30
03/09/2020	M F FITZPATRICK	P300	Attended weekly call to discuss FMB Indenture issues	1.10	1,029.60
03/09/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick and K. Felz re: agenda	0.30	147.30
03/09/2020	P C JAMIESON	P300	Email correspondence w/ R. Johnson re: update call items	0.20	98.20
03/09/2020	P C JAMIESON	P300	Participate in working group call re: escrow agreements	1.00	491.00
03/09/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: title search	0.40	196.40
03/09/2020	K C FELZ	P300	(.5) Weekly working group update call. (.3) Discuss title insurance quotes and discuss status with P. Jamieson and Chicago title.	0.80	698.40

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03/10/2020	P C JAMIESON	P300	Email correspondence w/ R. Johnson and Chicago Title re: recording format	0.40	196.40
03/10/2020	P C JAMIESON	P300	Telephone conference w/ Company re: title insurance engagement (.3); telephone conference w/ R. Johnson re: same (.2)	0.50	245.50
03/10/2020	P C JAMIESON	P300	Email correspondence w/ R. Johnson and C. Hasbrouck re: data room	0.30	147.30
03/11/2020	M F FITZPATRICK	P300	Telephone conference with working group to discuss FMB Indenture issues	0.40	374.40
03/11/2020	M F FITZPATRICK	P300	Telephone conference with In-house counsel to discuss open issues concerning property additions and FMB terms	0.50	468.00
03/11/2020	P C JAMIESON	P300	Telephone conference w/ C. Hasbrouck re: Exhibit A	0.30	147.30
03/11/2020	P C JAMIESON	P300	Email correspondence w/ Company re: engagement letter	0.10	49.10
03/11/2020	K C FELZ	P300	Working group call with company and underwriters.	0.60	523.80
03/11/2020	P C JAMIESON	P300	Review bridge commitment papers	1.30	638.30
03/11/2020	P C JAMIESON	P300	Attend FMB weekly status call	0.80	392.80
03/11/2020	P C JAMIESON	P300	Telephone conference w/ JPM, DPW and Company re: financing issues	0.50	245.50
03/12/2020	P C JAMIESON	P300	Telephone conference w/ PG&E re: real estate items (.8); follow-up telephone conference w/ C. Hasbrouck re: same (.2)	1.00	491.00
03/13/2020	P C JAMIESON	P300	Confer w/ M. Fitzpatrick and K. Felz re: POR Oil draft	0.30	147.30
03/16/2020	K C FELZ	P300	Weekly update call with working group to discuss FMB issuance (0.5); discuss mitigation plans re: COVID-19 (0.3).	0.80	698.40

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03/16/2020	M F FITZPATRICK	P300	Attended weekly call regarding FMB Indenture	1.10	1,029.60
03/16/2020	P C JAMIESON	P300	Attend weekly FMB call w/ working group	0.90	441.90
03/16/2020	P C JAMIESON	P300	Email correspondence w/ Company re: capital accounting items	0.30	147.30
03/16/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: outstanding items	0.30	147.30
03/16/2020	P C JAMIESON	P300	Prepare FMB milestone timeline	0.60	294.60
03/18/2020	K C FELZ	P300	(1.2) Call with M. Fitzpatrick and P. Jamieson to discuss capital accounting spreadsheets and excepted property categories and review of same. (1.1) Conference call with PG&E capital accounting, legal and treasury to discuss Expert's Certificate and excepted property classifications.	3.30	2,880.90
03/18/2020	M F FITZPATRICK	P300	Telephone conference with working group to discuss Capital Accounting issues	1.20	1,123.20
03/18/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick and K. Felz re: capital accounting items and FMB open issues	1.30	638.30
03/18/2020	P C JAMIESON	P300	Telephone conference w/ PG&E re: capital accounting items (1); follow-up telephone conference w/ K. Felz re: same (.2)	1.20	589.20
03/18/2020	P C JAMIESON	P300	Email correspondence w/ M. Yi re: due diligence review	0.20	98.20
03/19/2020	P C JAMIESON	P300	Prepare memo re: FMB release provisions (1.7); email correspondence w/ M. Fitzpatrick and K. Felz re: capital accounting open items (.2)	1.90	932.90

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03/19/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: title insurance open items and timeline	0.60	294.60
03/19/2020	P C JAMIESON	P300	Telephone conference w/ PG&E, Pillsbury and Cravath re: office lease (.7); follow-up email correspondence w/ E. Nedell and K. Felz re: same (.3)	1.00	491.00
03/19/2020	K C FELZ	P300	(.3) Review of written summary of real estate transaction to evaluate under mortgage indenture. (.2) Review draft resolutions for appointment of Expert. (.3) Review memorandum re release of property under mortgage and discuss with P. Jamieson. (.7) Conference call with PG&E legal, Cravath and outside counsel re: real estate transaction and discuss with E. Nedell.	1.50	1,309.50
03/20/2020	P C JAMIESON	P300	Telephone conference w/ Company re: Expert's Certificate	0.80	392.80
03/20/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: FMB outstanding items	0.30	147.30
03/20/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick, K. Felz and R. Johnson re: timeline (.2); email correspondence w/ M. Fitzpatrick, K. Felz and R. Johnson re: title insurance open items (.5)	0.70	343.70
03/20/2020	K C FELZ	P300	Conference call with B. Moffett, K. Pickrell and P. Jamieson regarding the Experts Certificate.	0.50	436.50
03/21/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: factual certificates	0.20	98.20

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03/23/2020	M F FITZPATRICK	P300	Attend weekly call to discuss outstanding FMB issues	1.10	1,029.60
03/23/2020	M F FITZPATRICK	P300	Several communications with M. Becker and C. DeSanze to discuss SEC process/open FMB issues	1.20	1,123.20
03/23/2020	P C JAMIESON	P300	Follow-up email correspondence w/ Company and M. Fitzpatrick re: factual certificates	0.20	98.20
03/23/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick, K. Felz, R. Johnson and Company re: FMB status	1.00	491.00
03/23/2020	K C FELZ	P300	Call with HAK working group and internal counsel at PGE re: debt financing plans.	0.40	349.20
03/23/2020	P C JAMIESON	P300	Email correspondence and telephone conference w. M. Fitzpatrick re: timeline	0.50	245.50
03/23/2020	P C JAMIESON	P300	Research re: S-3 eligibility (.4); email correspondence w/ M. Fitzpatrick re: same (.2)	0.60	294.60
03/23/2020	P C JAMIESON	P300	Prepare and update weekly FMB call agenda	0.30	147.30
03/23/2020	P C JAMIESON	P300	Research re: ARO carve-outs	0.40	196.40
03/23/2020	P C JAMIESON	P300	Review capital accounting excepted property items against FMB Indenture categories (.8); email correspondence w/ M. Fitzpatrick and K. Felz re: same (.3)	1.10	540.10
03/23/2020	P C JAMIESON	P300	Email correspondence w/ R. Johnson re: title insurance open items	0.30	147.30
03/24/2020	M F FITZPATRICK	P300	Attended org. call to discuss S-3, diligence and Marketing efforts	0.60	561.60

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03/24/2020	K C FELZ	P300	(.4) Call with R. Johnson and P. Jamieson to discuss indenture recording during COVID-19 outbreak. (.4) HAK call to discuss debt financing. (.5) Discuss factual certificates for expert's certificate/opinions.	1.30	1,134.90
03/24/2020	P C JAMIESON	P300	Telephone conference w/ Hunton working group re: financing update	0.50	245.50
03/24/2020	P C JAMIESON	P300	Email correspondence w/ M. Fitzpatrick re: documentary due diligence status	0.80	392.80
03/24/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and R. Johnson re: recording contingencies	0.50	245.50
03/25/2020	M F FITZPATRICK	P300	Attended org. call to discuss financing schedule	0.50	468.00
03/25/2020	K C FELZ	P300	(.3) Discussion of real estate issues with R. Johnson and P. Jamieson. (.4) Weekly update call with underwriters and underwriters' counsel re: FMB issuance. (.3) Discuss release documents with P. Jamieson. (.3) Discuss factual certificates with company internal counsel.	1.30	1,134.90
03/25/2020	P C JAMIESON	P300	Attend JPM org call	1.00	491.00
03/25/2020	P C JAMIESON	P300	Attend weekly FMB status call	1.00	491.00
03/25/2020	P C JAMIESON	P300	Telephone conference w/ K. Felz and R. Johnson re: outstanding real estate items	0.50	245.50
03/25/2020	P C JAMIESON	P300	Telephone conference w/ Company re: resolutions (.3); follow-up telephone conference w/ C. Kwon re: same (.4)	0.70	343.70
03/25/2020	P C JAMIESON	P300	Telephone conferences w/ M. Fitzpatrick and JPM re: logistics	0.40	196.40

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03/25/2020	P C JAMIESON	P300	Email correspondence w/ Company re: release provisions and certificates	0.80	392.80
03/26/2020	M F FITZPATRICK	P300	Telephone conference with PG&E legal regarding Indenture issues	0.40	374.40
03/26/2020	K C FELZ	P300	(.2) Weekly update conference call with working group. (.2) Questions from M. Becker re: mortgage indenture provisions and process. (.2) Call with G. Guerra regarding non-fee properties for mortgage. (.3) Research re: mortgage descriptions of easements for utility property. (.2) Conference call to discuss 144A vs registered transaction.	1.10	960.30
03/26/2020	P C JAMIESON	P300	Telephone conference w/ JPM, DPW and Company re: status	0.50	245.50
03/26/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson, K. Felz and Company re: real estate items	0.50	245.50
03/26/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson, C. Hasbrouck and K. Felz re: follow-up real estate items	0.50	245.50
03/26/2020	P C JAMIESON	P300	Email correspondence w/ EMM re: open points on indenture	0.60	294.60
03/26/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: substation title insurance search	0.30	147.30
03/26/2020	P C JAMIESON	P300	Email correspondence w/ Company re: real estate due diligence and title insurance options	0.50	245.50

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/27/2020	K C FELZ	P300	(.5) Conference call to discuss capital accounting issues. (.2) Conference call to discuss owners' policy title insurance. (.3) Review summary of release provisions/discuss with P. Jamieson.	1.00	873.00
03/27/2020	P C JAMIESON	P300	Email correspondence w/ Cravath re: S-3 amendment; follow-up email correspondence w/ C. Kwon and B. Harney re: same	0.50	245.50
03/27/2020	P C JAMIESON	P300	Review capital accounting spreadsheet and open items (1.2); telephone conference w/ capital accounting team (7); telephone conference w. K. Felz re: same (.2)	2.10	1,031.10
03/30/2020	M F FITZPATRICK	P300	Attended group call	1.00	936.00
03/30/2020	K C FELZ	P300	(.5) Weekly update call for FMB issuance and follow-up. (.4) Review revised mortgage indenture draft prepared by P. Jamieson.	0.90	785.70
03/30/2020	P C JAMIESON	P300	Telephone conference w/ J. Harbour, C. Kwon and B. Harney re: treatment of exchange debt	0.50	245.50
03/30/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: S-3 amendment	0.20	98.20
03/30/2020	P C JAMIESON	P300	Weekly status call for FMB	1.00	491.00
03/30/2020	P C JAMIESON	P300	Email correspondence w/ Company re: indenture precedents	0.20	98.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/31/2020	K C FELZ	P300	(.4) Review Plan/Financing Closing Steps checklist prepared by Weil. (.5) Conference call with Cravath re: update on Plan and financings. (.6) Review draft of Pre-Effective amendment to S-3. (.7) Conference call to discuss hydro assets and conservation easement; review of indenture regarding same.	2.20	1,920.60
03/31/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: resolutions (.2); email correspondence w/ E. Nedell re: same (.1); email correspondence w/ R. Hahn re: same (.1); email correspondence and telephone conference w/ J. Buonanno and Company re: same (.4); review prior hedging authorization (.3)	1.10	540.10
03/31/2020	P C JAMIESON	P300	Update FMB DoN for S-3 pre-effective amendment	0.90	441.90
03/31/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: revised pre-effective amendment	0.20	98.20
03/31/2020	P C JAMIESON	P300	Email correspondence w/ Cravath, DPW and EMM/BNYM re: pre-effective amendment	0.50	245.50
03/31/2020	P C JAMIESON	P300	Telephone conference w/ Cravath re: Weil timeline	0.50	245.50
03/31/2020	P C JAMIESON	P300	Telephone conference w/ R. Johnson re: easements	0.30	147.30
03/31/2020	P C JAMIESON	P300	Telephone conference w/ Company and K. Felz re: hydro properties	0.80	392.80
03/31/2020	P C JAMIESON	P300	Telephone conference w/ M. Fitzpatrick re: open items for FMB Indenture	0.10	49.10
03/31/2020	M F FITZPATRICK	P300	Telephone conference with Cravath to discuss S-3 issues and Financing timeline	0.40	374.40

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
			TOTAL P300	82.90	
01/05/2020	P C JAMIESON	P400	Draft Hunton UA opinion and research re: same.	4.10	2,013.10
01/12/2020	P C JAMIESON	P400	Prepare draft Indenture opinion for FMB Indenture.	2.20	1,080.20
03/10/2020	P C JAMIESON	P400	Prepare title insurance engagement letter	0.50	245.50
03/30/2020	P C JAMIESON	P400	Draft resolutions for exit financing	6.30	3,093.30
			TOTAL P400	13.10	
01/08/2020	K C FELZ	P500	Revise draft mortgage indenture per comments from CA real estate counsel and R. Johnson/distribution to PGE team.	1.20	1,047.60
03/02/2020	K C FELZ	P500	(.8) Review/comment on draft rating agency presentation slides and discuss with M. Fitzpatrick. (.5) Working group update call with Chicago Title and PG&E/review and discuss agenda with P. Jamieson.	1.30	1,134.90
03/13/2020	K C FELZ	P500	(.4) Review and comment on prayer for relief to CPUC; discuss comments with P. Jamieson and M. Fitzpatrick.	0.40	349.20
03/17/2020	P C JAMIESON	P500	Email correspondence w/ DPW re: existing RCF	0.20	98.20
03/29/2020	P C JAMIESON	P500	Update FMB Indenture (3.0); prepare draft release certificates (1.1)	4.10	2,013.10
03/31/2020	P C JAMIESON	P500	Revise and update draft FMB indenture	0.80	392.80
			TOTAL P500	8.00	
			TOTAL HOURS	458.20	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
K C FELZ	Partner	24.40	873.00	21,301.20
M F FITZPATRICK	Partner	40.90	936.00	38,282.40
S C FRIEND	Partner	0.80	891.00	712.80
R M JOHNSON	Partner	44.60	887.00	39,560.20
C W HASBROUCK	Associate	74.70	572.00	42,728.40
R J HOFFMAN	Associate	77.50	374.00	28,985.00
P C JAMIESON	Associate	101.10	491.00	49,640.10
S A WILSON	Associate	62.50	383.00	23,937.50
R W NOLAN	Staff Attorney	31.70	518.00	16,420.60
TOTAL FEES (\$)				261,568.20

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Project Administration	P100	0.80	712.80
Corporate Review	P210	62.40	41,992.60
Real and Personal Property	P240	291.00	151,631.70
Structure / Strategy / Analysis	P300	82.90	55,763.20
Initial Document Preparation / Filing	P400	13.10	6,432.10
Negotiation / Revision / Responses	P500	8.00	5,035.80
		458.20	261,568.20

FOR COSTS ADVANCED AND EXPENSES INCURRED:

CODE	DESCRIPTION	AMOUNT
E102	Outside Printing	532.29
TOTAL CURRENT EXPENSES (\$)		532.29

MATTER SUMMARY:

Current Fees:	\$ 261,568.20
Current Charges:	532.29
CURRENT MATTER AMOUNT DUE:	\$ 262,100.49

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RE: (Hunton # 026915.0000039, Client's # 903235) 2020 PG&E Corp Secured Debt Offering

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/02/2020	M F FITZPATRICK	P210	Reviewed and revised Corp. Indenture	1.50	1,404.00
01/03/2020	M F FITZPATRICK	P210	Reviewed Corporate Indenture draft.	1.50	1,404.00
01/06/2020	P C JAMIESON	P210	Confer w/ M. Fitzpatrick re: Corp secured indenture.	1.00	491.00
01/07/2020	M F FITZPATRICK	P210	Reviewed draft Corp Indenture.	3.00	2,808.00
01/08/2020	M F FITZPATRICK	P210	Reviewed and revised draft Corp Indenture.	2.50	2,340.00
01/09/2020	M F FITZPATRICK	P210	Reviewed Corp Indenture.	1.50	1,404.00
01/10/2020	M F FITZPATRICK	P210	Reviewed/revised draft Corp Indenture.	0.50	468.00
01/10/2020	S C KWON	P210	Office conference with M. Fitzpatrick regarding status of documents for secured holdco debt offering (0.4); review of precedent utility holdco secured indentures and underlying collateral documents (5.9).	6.30	4,907.70
01/11/2020	P C JAMIESON	P210	Email correspondence w/ C. Kwon re: precedent documents for secured indenture.	0.50	245.50
01/14/2020	S C KWON	P210	Office conference with P. Jamieson regarding further comments on the draft secured indenture (0.4); review/comment on revised draft secured holdco indenture and preparation of mark-up of comments thereto (2.4).	2.80	2,181.20
01/15/2020	M F FITZPATRICK	P210	Reviewed Corp Indenture issues.	1.20	1,123.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/15/2020	S C KWON	P210	Continued review/comment on the latest revised secured holdco indenture (2.9); office conference and e-mail correspondences with Hunton team regarding certain provisions in secured holdco indenture (0.6).	3.50	2,726.50
01/17/2020	M F FITZPATRICK	P210	Review Corp. Indenture.	1.00	936.00
01/17/2020	P C JAMIESON	P210	Confer w/ C. Kwon re: same (.3); telephone conference w/ Company re: open business items on FMB indenture (1); confer w/ M. Fitzpatrick and K. Felz re: revisions to same (.3).	1.60	785.60
03/21/2020	M F FITZPATRICK	P210	Reviewed diligence issues/disclosure issues for Corp debt issuance	1.50	1,404.00
03/23/2020	M F FITZPATRICK	P210	Reviewed open diligence issues/disclosure issues concerning Corp. Debt issuance	1.80	1,684.80
03/24/2020	M F FITZPATRICK	P210	Reviewed corp. debt options including Rule 144A options	1.80	1,684.80
03/25/2020	M F FITZPATRICK	P210	Research 144A option for Corp debt	1.20	1,123.20
03/25/2020	M F FITZPATRICK	P210	Reviewed term sheet	0.60	561.60
03/26/2020	M F FITZPATRICK	P210	Reviewed 144A/Registration Statement options	1.00	936.00
03/26/2020	S C KWON	P210	Conference call with B. Harney and P. Jamieson regarding pre-effective amendment to the S-3 and items to prepare/draft, including Corp. secured indenture and unsecured indenture (0.5); review/check of S-3 precedents for non-WKSIs and also check of pre-effective amendment precedents (0.7).	1.20	934.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/27/2020	M F FITZPATRICK	P210	Reviewed financing schedule and open S-3 issues	1.50	1,404.00
03/27/2020	S C KWON	P210	E-mail correspondences with Hunton debt team regarding items to do with respect to pre-effective amendment to S-3 (0.4); preparation of mark-up of description of secured and unsecured debt securities for Corp. to be included in the pre-effective amendment to S-3 (2.3)	2.70	2,103.30
03/28/2020	S C KWON	P210	Continued preparation of mark-up of description of secured and unsecured debt securities for Corp. to be included in the pre-effective amendment to S-3 (1.9); preparation of riders to be included in the pre-effective amendment to S-3 (1.2); conference call with B. Harney regarding draft S-3/A (0.4)	3.50	2,726.50
03/30/2020	M F FITZPATRICK	P210	Reviewed draft Indenture	2.00	1,872.00
03/30/2020	M F FITZPATRICK	P210	Reviewed S-3 revisions	0.90	842.40
03/31/2020	M F FITZPATRICK	P210	Reviewed draft indentures for secured and unsecured debt	2.00	1,872.00
03/31/2020	M F FITZPATRICK	P210	Reviewed financing timeline	0.50	468.00
		TOTAL P210		50.60	

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/31/2020	S C KWON	P280	Call with Cravath regarding debt document status in connection with exit financing (0.3); conference calls/e-mail correspondences with P. Jamieson regarding pre-effective amendment and latest drafts of Corp. indentures to be circulated to various parties (0.3); conference call with M. Fitzpatrick regarding updates to the pre-effective amendment (0.2); conference call/e-mail correspondences with B. Harney regarding additional updates to be made to pre-effective amendment and changes to Corp. secured and unsecured indentures (0.6); review/comment on draft Exhibit 5 opinion with respect to Corp. secured debt (1.0).	2.40	1,869.60
			TOTAL P280	2.40	
01/17/2020	S C KWON	P300	Office conference with M. Fitzpatrick regarding draft holdco secured indenture (0.2); office conference with P. Jamieson regarding updates to the secured indenture draft (0.1); review of revised draft of secured holdco indenture (0.4); review/comment on draft e-mail highlighting certain items to note in connection with the distribution of draft secured indenture and draft pledge agreement and accession agreement to the company (0.4).	1.10	856.90
03/23/2020	M F FITZPATRICK	P300	Several telephone conferences with M. Becker and C. DeSanze to discuss SEC issues/process	0.80	748.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/24/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: secured indenture (.2); follow-up email correspondence w/ C. Kwon re: same (.2)	0.40	196.40
03/25/2020	M F FITZPATRICK	P300	Call with DPW to discuss 144A option	0.80	748.80
03/26/2020	M F FITZPATRICK	P300	Attended call to discuss 144A Offering	0.40	374.40
03/26/2020	P C JAMIESON	P300	Telephone conference w/ DPW re: S-3 amendment and form of secured indenture	0.40	196.40
03/26/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon re: form of secured indenture	0.20	98.20
03/26/2020	P C JAMIESON	P300	Telephone conference re: 144A/registered offering w/ DPW and JPM	0.50	245.50
03/26/2020	P C JAMIESON	P300	Research re: pre-effective amendments; email correspondence w/ C. Kwon re: same	1.70	834.70
03/26/2020	P C JAMIESON	P300	Telephone conference w/ C. Kwon and B. Harney re; pre-effective amendment	0.30	147.30
03/27/2020	P C JAMIESON	P300	Email correspondence w/ C. Kwon and B. Harney re: draft secured indenture	0.70	343.70
03/31/2020	P C JAMIESON	P300	Email correspondence w/ EMM re: revised forms of secured and unsecured indentures	0.20	98.20
03/31/2020	M F FITZPATRICK	P300	Telephone conference with Cravath to discuss S-3 and financing plans	0.40	374.40
			TOTAL P300	7.90	
01/11/2020	S C KWON	P400	Review and comment on draft secured holdco debt indenture (5.6); e-mail correspondences with P. Jamieson regarding same (0.2).	5.80	4,518.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/13/2020	P C JAMIESON	P400	Confer w/ C. Kwon re: Indenture (.2); revise draft Indenture (4.4); draft Pledge Agreement (1.8); draft Collateral Agency and Intercreditor Agreement (2.7); confer w/ K. Felz re: opinions and title insurance (.2); email correspondence w/ Company re: same (.2).	9.50	4,664.50
01/13/2020	S C KWON	P400	Continued preparation of mark-up of comments on draft secured holdco indenture (3.4); office conference with M. Fitzpatrick regarding initial thoughts on draft secured indenture (0.2); office conference with P. Jamieson regarding some preliminary comments on draft secured holdco indenture (0.4).	4.00	3,116.00
01/16/2020	S C KWON	P400	Review/comment on drafts and revised drafts of pledge agreement and form of accession agreement (3.7); office conferences/e-mail correspondences with P. Jamieson regarding comments thereto (0.3); e-mail correspondences with M. Fitzpatrick regarding draft secured indenture and draft pledge agreement and accession agreement (0.2).	4.20	3,271.80

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/25/2020	S C KWON	P400	E-mail correspondences with B. Harney regarding distribution of draft Corp. unsecured indenture to Kickoff call for debt offerings call (0.5); conference call with M. Fitzpatrick regarding description of Corp. secured debt to be included in the pre-effective amendment to S-3 (0.2); conference call with Davis Polk regarding same (0.3); e-mail correspondences with Hunton team regarding collateralization and exchange of debt (0.9); check of 8-K relating to details; conference call with P. Jamieson regarding draft debt resolutions (0.4); conference call with company counsel regarding draft debt resolutions for Corp. and Utility (0.4).	2.70	2,103.30
03/28/2020	P C JAMIESON	P400	Draft resolutions for exit financing	3.30	1,620.30

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/30/2020	S C KWON	P400	Review/comment draft pre-effective amendment to S-3 (1.5); review/comment on Hunton Exhibit 5 opinion with respect to Corp. secured debt (0.9); conference call with B. Harney regarding comments thereto (0.3); review/comment on revised unsecured Corp. indenture (1.3); conference calls with B. Harney regarding comments thereto (0.6); review/comment on revised draft of the Corp. secured indenture (1.7); conference call with P. Jamieson regarding comments thereto (0.4); conference call with M. Fitzpatrick regarding status of documents and revised DON to be included in pre-effective amendment mark-up (0.3); conference call with J. Harbor to discuss exchange debt/reinstated debt matters (0.4)	6.80	5,297.20
			TOTAL P400	36.30	
01/09/2020	P C JAMIESON	P500	Revise corp secured indenture per comments from M. Fitzpatrick (1.8); telephone conference w/ bank re: precedent documents (.2); review other precedents (1.2).	3.20	1,571.20
03/29/2020	P C JAMIESON	P500	Update draft indenture	1.70	834.70
03/30/2020	P C JAMIESON	P500	Revise form of secured indenture	0.30	147.30
			TOTAL P500	5.20	
			TOTAL HOURS	102.40	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	29.90	936.00	27,986.40
S C KWON	Partner	47.00	779.00	36,613.00
P C JAMIESON	Associate	25.50	491.00	12,520.50
TOTAL FEES (\$)				77,119.90

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	50.60	42,842.10
Other	P280	2.40	1,869.60
Structure / Strategy / Analysis	P300	7.90	5,263.70
Initial Document Preparation / Filing	P400	36.30	24,591.30
Negotiation / Revision / Responses	P500	5.20	2,553.20
		102.40	77,119.90

MATTER SUMMARY:

Current Fees:	\$ 77,119.90
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 77,119.90

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RE: (Hunton # 026915.0000041, Client's # 802971) PG&E Utility 2020 Credit Facility

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/09/2020	M F FITZPATRICK	P210	Reviewed JPM term sheet	0.30	280.80
			TOTAL P210	0.30	
03/10/2020	M F FITZPATRICK	P300	Attended call with company to discuss credit facility terms	0.50	468.00
03/10/2020	E J NEDELL	P300	Call with PG&E team and coordinate kick-off call with Davis Polk re: exit facility	1.30	936.00
03/10/2020	D J MURPHY	P300	Participate in call to discuss financing facilities; review credit facility deck provided by client.	0.80	616.00
03/11/2020	M F FITZPATRICK	P300	Telephone conference with working group to discuss term sheet	0.40	374.40
03/11/2020	E J NEDELL	P300	Kick-off call with Davis Polk re: exit financing and follow-up correspondence	0.50	360.00
03/11/2020	D J MURPHY	P300	Prepare for and participate in call with Davis Polk to discuss Facility and process.	0.50	385.00
03/16/2020	E J NEDELL	P300	Provide letter of credit analysis for Joe Yu	0.50	360.00
03/16/2020	D J MURPHY	P300	Review term sheets for debt facilities for both company and Utility in connection with market downturn.	0.50	385.00
03/17/2020	M F FITZPATRICK	P300	Calls with Company to discuss Bridge Facility	0.30	280.80
03/17/2020	M F FITZPATRICK	P300	Reviewed bridge facility terms	0.80	748.80
03/17/2020	E J NEDELL	P300	Revise letter of credit form and distribute to Joe Yu	1.50	1,080.00
03/20/2020	P C JAMIESON	P300	Telephone conference w/ E. Nedell and K. Felz re: office lease	0.20	98.20
03/20/2020	P C JAMIESON	P300	Email correspondence w/ Company re: office lease	0.20	98.20

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DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/20/2020	E J NEDELL	P300	Analysis of real estate option agreement under credit facilities and conference with P. Jamieson and K. Felz regarding same	0.50	360.00
03/22/2020	E J NEDELL	P300	Review bankruptcy motions relating to exit financing	0.50	360.00
03/24/2020	E J NEDELL	P300	Internal Hunton financing call (.50); conference with M. Becker, C. DeSanze and Hunton team regarding financing timing and documentation for Utility and Corp revolvers (1.0)	1.50	1,080.00
03/24/2020	D J MURPHY	P300	Internal call regarding status of exit facilities.	0.50	385.00
03/24/2020	D J MURPHY	P300	Call with internal legal team to discuss revolver terms (.7); follow-up with E. Nedell (.3); review precedent documents (.5)	1.50	1,155.00
03/25/2020	E J NEDELL	P300	All-hands financing kick-off call	1.00	720.00
03/25/2020	D J MURPHY	P300	Participate in all hands call to discuss timing and capital deck structure.	1.00	770.00
03/26/2020	D J MURPHY	P300	Reviewing commitment papers and precedent indenture and Credit Agreement.	2.00	1,540.00
03/27/2020	D J MURPHY	P300	Reviewing materials in anticipation of review of draft Utility Revolver Facility.	1.50	1,155.00
			TOTAL P300	18.00	
03/18/2020	E J NEDELL	P500	Further revise form Letter of Credit and distribute to J. Yu	0.50	360.00
03/25/2020	E J NEDELL	P500	Correspondence with Hunton team regarding preparation of financing resolutions	0.30	216.00
			TOTAL P500	0.80	
			TOTAL HOURS	19.10	

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TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	2.30	936.00	2,152.80
E J NEDELL	Partner	8.10	720.00	5,832.00
D J MURPHY	Counsel	8.30	770.00	6,391.00
P C JAMIESON	Associate	0.40	491.00	196.40
TOTAL FEES (\$)				14,572.20

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	0.30	280.80
Structure / Strategy / Analysis	P300	18.00	13,715.40
Negotiation / Revision / Responses	P500	0.80	576.00
		19.10	14,572.20

MATTER SUMMARY:

Current Fees:	\$ 14,572.20
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 14,572.20

HUNTON ANDREWS KURTH LLP
CLIENT NAME: PACIFIC GAS & ELECTRIC COMPANY
FILE NUMBER: 026915.MULTI

INVOICE: 102174435
DATE: 04/30/2020
PAGE: 75

RE: (Hunton # 026915.0000042, Client's # 802946) PG&E Corp 2020 Credit Facility

FOR PROFESSIONAL SERVICES RENDERED THROUGH MARCH 31, 2020:

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
03/09/2020	M F FITZPATRICK	P210	Reviewed JPM term sheet	0.30	280.80
			TOTAL P210	0.30	
03/10/2020	M F FITZPATRICK	P300	Attended call with company to discuss credit facility terms	0.50	468.00
			TOTAL P300	0.50	
			TOTAL HOURS	0.80	

TIMEKEEPER SUMMARY:

TIMEKEEPER	STATUS	HOURS	RATE	VALUE
M F FITZPATRICK	Partner	0.80	936.00	748.80
	TOTAL FEES (\$)			748.80

TIME SUMMARY BY TASK CODE:

DESCRIPTION	CODE	HOURS	VALUE
Corporate Review	P210	0.30	280.80
Structure / Strategy / Analysis	P300	0.50	468.00
		0.80	748.80

MATTER SUMMARY:

Current Fees:	\$ 748.80
Current Charges:	0.00
CURRENT MATTER AMOUNT DUE:	\$ 748.80

INVOICE SUMMARY:

Current Fees:	\$ 559,586.70
Current Charges:	594.57
CURRENT INVOICE AMOUNT DUE:	\$ 560,181.27